

P96000099754

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PEACOCK HOLDINGS, INC., a Delaware corporation, not qualified in Florida

INTO

PH III, INC., a Florida corporation, P96000099754.

File date: December 24, 1996 , effective December 29, 1996

Corporate Specialist: Joy Moon-French

P96000099754
Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002037803--7
-12/24/96--01175--015
*****35.00 *****35.00

300002037803--7
-12/24/96--01175--016
*****35.00 *****35.00

PH III, Inc.

96 DEC 21 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| | | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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| Name Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

12/24

EFFECTIVE DATE
12-29-96

12/26

John Thayer

CR2E031 (1-89)

ARTICLES OF MERGER
OF
PEACOCK HOLDINGS, INC.
INTO
PH III, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

Name of corporation

State of incorporation

EFFECTIVE DATE
12-29-96

Peacock Holdings, Inc.
PH III, Inc.

Delaware
Florida

SECOND: The laws of the State of Delaware under which Peacock Holdings, Inc. (the "Merged Corporation") is organized permit such merger and the Merged Corporation is complying with those laws in effecting the merger.

THIRD: PH III, Inc. (the "Surviving Corporation") complies with the applicable provisions of Sections 607.1101 - 607.1105 F.S.

FOURTH: The Agreement and Plan of Merger is set forth on Exhibit A hereto.

FIFTH: The effective date of the merger shall be December 29, 1996.

SIXTH: Pursuant to 607.1103(7) F.S., approval of the merger by the shareholders of the Surviving Corporation is not required.

SEVENTH: The Agreement and Plan of Merger was adopted by the shareholders of the Merged Corporation on the 17th day of December, 1996 and was adopted by the Board of Directors of the Surviving Corporation on the 17th day of December, 1996.

Signed this 17th day of December, 1996.

PH III, INC.

By: Robert P. Totto
Printed Name: Robert P. Totto
Its: President

PEACOCK HOLDINGS, INC.

By: Janet Kelley
Printed Name: Janet Kelley
Its: Vice President

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 17th day of December, 1996, between PH III, Inc. (the "Surviving Corporation"), a Florida corporation, and Peacock Holdings, Inc. (the "Merged Corporation"), a Delaware corporation (together, the "Constituent Corporations").

WHEREAS, all of the Constituent Corporations desire to merge into a single corporation.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Merged Corporation hereby merges with and into the Surviving Corporation. The Surviving Corporation shall be the corporation surviving the merger.

SECOND: The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

THIRD: The manner of converting the outstanding shares of the capital stock of the Constituent Corporations shall be as follows:

- I. Each share of common stock of the Surviving Corporation which is issued and outstanding on the effective date of this merger shall remain issued and outstanding.
- II. Each share of common stock of the Merged Corporation which is issued and outstanding on the effective date of this merger shall be cancelled and retired.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) The effective date of the merger shall be December 29, 1996.