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CULP ELLIOTT & CARPENTER, P.L.L.C.

"A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION"

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December 26, 1996

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Stewart and Associates International, Inc. and West Palm Convention Services, Inc.

Dear Sir or Madam:

Enclosed for filing by your office, please find the Articles of Merger and Plan of Merger for Stewart and Associates International, Inc. and West Palm Convention Services, Inc. Also, enclosed is a check in the amount of \$140.00 to cover the filing fees for these documents.

Should you have any questions, please do not hesitate to call 8000002039603--9

-12/27/96--01076--006
****140.00 ****140.00
70.00

Sincerely yours,

CULP ELLIOTT & CARPENTER, P.L.L.C.

Jade D. Robey
Jade D. Robey, Paralegal

Enclosure

FILED
96 DEC 27 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHK
Mug

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WEST PALM CONVENTION SERVICES, INC., a Missouri corporation not
qualified in Florida

INTO

WEST PALM CONVENTION SERVICES, INC., a Florida corporation,
P96000100920.

File date: December 27, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER
OF
WEST PALM CONVENTION SERVICES, INC.
AND
WEST PALM CONVENTION SERVICES, INC.

FILED
96 DEC 27 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of The General and Business Corporation Law of Missouri and the Florida Business Corporation Act, the undersigned corporations do hereby adopt and execute the following articles of merger:

ARTICLE ONE

West Palm Convention Services, Inc. is a business corporation organized and existing under the laws of the State of Missouri and is subject to the provisions of The General and Business Corporation Law of Missouri.

ARTICLE TWO

West Palm Convention Services, Inc. is a business corporation organized and existing under the laws of the State of Florida and is subject to the Florida Business Corporation Act which Act permits a merger of a corporation of another State with and into a corporation of the State of Florida.

ARTICLE THREE

Annexed hereto is the Plan of Merger for merging West Palm Convention Services, Inc. (Missouri) with and into West Palm Convention Services, Inc. (Florida).

ARTICLE FOUR

The resolution approving the Plan of Merger on behalf of West Palm Convention Services, Inc. (Missouri) was adopted by a consent in writing dated December 19, 1996 and signed by all of the members of its Board of Directors, to wit, one member.

ARTICLE FIVE

The number of outstanding shares of West Palm Convention Services, Inc. (Missouri) is 30,000; and the number of said outstanding shares which were entitled to vote on the Plan of Merger at the time of the approval of said Plan by the holders of said outstanding shares entitled to vote is 30,000.

ARTICLE SIX

The holders of all of the outstanding shares entitled to vote of West Palm Convention Services, Inc. (Missouri), to wit, 30,000 shares, dispensed with a meeting of shareholders and approved the Plan of Merger by a consent in writing dated December 19, 1996 and signed by all of them.

ARTICLE SEVEN

The resolution approving the Plan of Merger on behalf of West Palm Convention Services, Inc. (Florida) was adopted by a consent in writing dated December 19, 1996 and signed by all of the members of its Board of Directors, to wit, one member.

ARTICLE EIGHT

The number of outstanding shares of West Palm Convention Services, Inc. (Florida) is 30,000; and the number of said outstanding shares which were entitled to vote on the Plan of Merger at the time of the approval of said Plan by the holders of said outstanding shares entitled to vote is 30,000.

ARTICLE NINE

The holders of all of the outstanding shares entitled to vote of West Palm Convention Services, Inc. (Florida), to wit, 30,000 shares, dispensed with a meeting of shareholders and approved the Plan of Merger by a consent in writing dated December 19, 1996 and signed by all of them.

ARTICLE TEN

West Palm Convention Services, Inc. (Florida) hereby further agrees that it may be served with process in the State of Missouri, and irrevocably appoints the Secretary of the State of Missouri as its agent to accept service of process, in any proceeding based upon any cause of action against West Palm Convention Services, Inc. (Florida) arising in the State of Missouri prior to the issuance of the certificate of merger by the Secretary of State of the State of Missouri, and in any proceeding for the enforcement of the rights of a dissenting shareholder of West Palm Convention Services, Inc. (Missouri) against West Palm Convention Services, Inc. (Florida).

The address within the State of Missouri to which the Secretary of State of the State of Missouri shall transmit any such process accepted by him as such agent is as follows:

Attn: Kenny J. Stewart
4933 East U.S. Highway 60
Rogersville, Missouri 65747

Executed on December 19, 1996

[Corporate Seal of West Palm
Convention Services, Inc.]

Attest:

Secretary

[Corporate Seal of West Palm
Convention Services, Inc.]

Attest:

Secretary

West Palm Convention Services, Inc., a
Missouri corporation

By

President

West Palm Convention Services, Inc., a
Florida corporation

By

President

STATE OF Missouri

COUNTY OF Christian

I, Denise M. Silvey, a notary public in and for the State and County aforesaid, do hereby certify that on this 19 day of December, 1996 personally appeared before me KENNY J. STEWART, who being by me first duly sworn, declared that he is the President of WEST PALM CONVENTION SERVICES, INC., a Missouri corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Witness my hand and official seal, this the 19 day of December, 1996.

Denise M. Silvey
Notary Public

My commission expires:

Denise M. Silvey Notary Public
Christian County State of Missouri
My Commission Expires Feb. 17, 1997

[NOTARY SEAL]

STATE OF Missouri

COUNTY OF Christian

I, Denise M. Silvey, a notary public in and for the State and County aforesaid, do hereby certify that on this 19 day of December, 1996 personally appeared before me KENNY J. STEWART, who being by me first duly sworn, declared that he is the President of WEST PALM CONVENTION SERVICES, INC., a Florida corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Witness my hand and official seal, this the 19 day of December, 1996.

Denise M. Silvey
Notary Public

My commission expires:

Denise M. Silvey Notary Public
Christian County State of Missouri
My Commission Expires Feb. 17, 1997

[NOTARY SEAL]

PLAN OF MERGER
FOR
WEST PALM CONVENTION SERVICES, INC. (MISSOURI)
AND
WEST PALM CONVENTION SERVICES, INC. (FLORIDA)

PLAN OF MERGER adopted for West Palm Convention Services, Inc., a business corporation organized under the laws of the State of Missouri, by resolution of its Board of Directors on December 19, 1996, and adopted for West Palm Convention Services, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 19, 1996. The names of the corporations planning to merge are West Palm Convention Services, Inc., a business corporation organized under the laws of the State of Missouri, and West Palm Convention Services, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which West Palm Convention Services, Inc. plans to merge is West Palm Convention Services, Inc.

1. West Palm Convention Services, Inc. (Missouri) and West Palm Convention Services, Inc. (Florida), shall, pursuant to the provisions of the laws of the State of Missouri and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, West Palm Convention Services, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under such name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of West Palm Convention Services, Inc. (Missouri), which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in the office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of West Palm Convention Services, Inc. (Missouri) for their approval or rejection in the manner presented by The General and Business Corporation Law of Missouri and the merger and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of West Palm Convention Services, Inc. (Missouri) in accordance with the General and Business Corporation Law of Missouri and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of West Palm Convention Services, Inc. (Florida) in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Missouri and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for shall be the date upon which the merger becomes effective under the laws of the State of Florida.