

P97000015809

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October 3, 1997

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MARALYN D. LEAF**

FRED K. LICKSTEIN
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RONALD PETER ROMAN
BARRY N. SEMET
MARC J. STERNBAUM
SYDNEY S. TRAUM, P.A.*
*Of Counsel
*member of Ohio Bar only

Secretary of State
State of Florida
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399
Attention: Mergers:

800002315888--6
-10/09/97--01047--009
***122.50 ***122.50

Re: Gables Capital Management

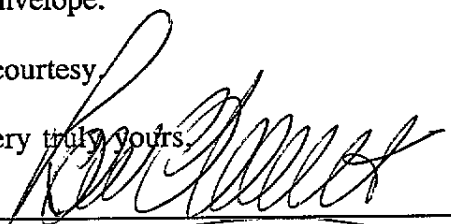
Gentlemen:

Enclosed please find the following documents recording in order to effect the merger of TROPICAL CAMBIST, INC., a Florida corporation into GABLES CAPITAL MANAGEMENT, INC., a Florida corporation:

1. Original Articles of Merger of TROPICAL CAMBIST, INC., into GABLES MANAGEMENT, INC.,
2. Plan and Agreement of Merger.
3. Check payable to the Secretary of State, State of Florida in the amount of \$122.50 representing, \$35.00 for each of the two parties to the merger and \$52.50 for a certified copy of the recorded merger documents.
4. We also enclose an additional original set of Articles of Merger and Plan and Agreement of Merger for your use.

Please record and prepare a certified copy and return them to us in the enclosed pre-stamped, self-addressed envelope.

Thanks for your cooperation and courtesy.

Very truly yours,


Ronald G. Neiwirth, Of Counsel

Enclosures
[file] W:\990033\LETTR260.RGN(10/3/97-14:49)

merger
SP

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97OCT-9 PM 2:59

ARTICLES OF MERGER
Merger Sheet

MERGING:

TROPICAL CAMBIST, INC., a FL Corp., #P96000094512

INTO

GABLES CAPITAL MANAGEMENT, INC., a Florida corporation,
P97000015809

File date: October 9, 1997

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
OF
TROPICAL CAMBIST, INC.
into
GABLES CAPITAL MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -9 PM 2:59

Pursuant to the provisions of Section 607.1105 Florida Statutes, these Articles of Merger provide that:

1. TROPICAL CAMBIST, INC., a Florida corporation, shall be merged with and into GABLES CAPITAL MANAGEMENT, INC. a Florida corporation, which shall be the surviving corporation.

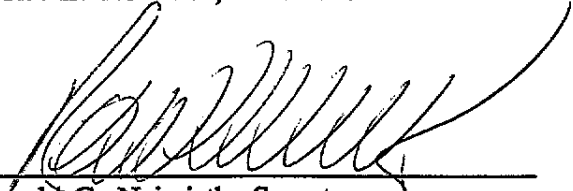
2. The Plan and Agreement of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the directors and shareholders of TROPICAL CAMBIST, INC., by written consent dated September 10, 1997, and by the directors and shareholders of GABLES CAPITAL MANAGEMENT, INC., by written consent dated September 10, 1997.

3. The merger shall become effective on the day the Articles of Merger has been filed by the Secretary of State of Florida.

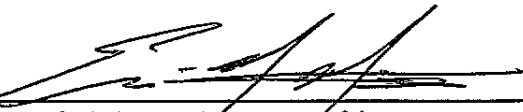
IN WITNESS WHEREOF, these Articles of Merger has been executed on behalf of the constituent corporations by their authorized officers as of September 10, 1997.


TROPICAL CAMBIST, INC., a Florida corporation

By: 
Judith E. Neiwirth, President

Attest: 
Ronald G. Neiwirth, Secretary

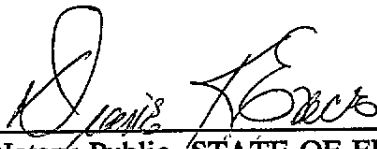
GABLES CAPITAL MANAGEMENT, INC., a Florida corporation

By: 
Eric M. McKenna, President

Attest: 
Eric M. McKenna, Secretary

STATE OF FLORIDA)
) :ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10th day of September, 1997 by Judith E. Neiwirth, as President of Tropical Cambist, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.




Notary Public, STATE OF FLORIDA
Print Name: DIANE K. ERACE

My Commission Expires:

STATE OF FLORIDA)
) :ss
COUNTY OF DADE)



The foregoing instrument was acknowledged before me this 10th day of September, 1997 by Eric M. McKenna, as President of Gables Capital Management, Inc. a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.



Notary Public, STATE OF FLORIDA
Print Name: DIANE K. ERACE

My Commission Expires:



PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan") is made this 10th day of September, 1997, by and between GABLES CAPITAL MANAGEMENT, INC., a Florida corporation, and TROPICAL CAMBIST, INC., a Florida corporation, said corporations hereinafter collectively referred to as "Constituent Corporations. "

W I T N E S S E T H:

WHEREAS, GABLES CAPITAL MANAGEMENT, INC., was duly incorporated in the State of Florida and has authorized capital stock of ONE THOUSAND (1,000) shares (\$1.00 par value per share) of common stock (all of which are entitled to vote), and of which THREE HUNDRED (300) shares of the common voting stock are duly issued and outstanding; and

WHEREAS, TROPICAL CAMBIST, INC., was duly incorporated in the State of Florida and has authorized capital stock of ONE HUNDRED (100) shares (\$1.00 par value per share) of common stock (all of which are entitled to vote), and of which ONE HUNDRED (100) shares of common voting stock are duly issued and outstanding; and

WHEREAS, the respective Boards of Directors and Shareholders of the Constituent Corporations deem it advisable and to their advantage, welfare and best interest to enter into this Plan, and have adopted Resolutions on September 10, 1997, which provide that pursuant to the provisions of the Florida Business Corporation Act of the State of Florida, TROPICAL CAMBIST, INC., (the "Merging Corporation") be merged with and into GABLES CAPITAL MANAGEMENT, INC., (the "Surviving Corporation") in order to combine the assets and business of the Constituent Corporations for the purposes of (i) simplification of business records

and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions set forth hereinbelow:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.

2. **AGREEMENT TO MERGE.** The Constituent Corporations hereby agree that upon the "Effective Date", as hereinafter defined, the Merging Corporation shall be merged into the Surviving Corporation, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Corporation, without the necessity of any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. **NAME OF MERGED CORPORATION.** The name of the Surviving Corporation shall continue to be: GABLES CAPITAL MANAGEMENT, INC.

4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of the Surviving Corporation upon the Effective Date of the merger will be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect.

5. **BYLAWS.** The Bylaws of the Surviving Corporation upon the Effective Date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect.

6. **DIRECTORS AND OFFICERS.** The directors and officers in office of the Surviving Corporation upon the Effective Date of the merger shall continue as the Directors and 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. Judith E. neiwirth shall be elected as a director and appointed as Vice-President.

7. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, shall be as follows:

On the Effective Date, the Surviving Corporation shall issue 100 shares of treasury stock to Judith E. neiwirth. Upon the Effective Date of the merger, Judith E. Neiwirth, the sole shareholder of the Merging Corporation, shall surrender her certificate to the Surviving Corporation and such certificate shall be canceled. The then issued and outstanding shares of the Surviving Corporation owned by the shareholders shall continue thereafter to constitute all of the issued and outstanding stock in such Surviving Corporation.

8. **ADOPTION OF PLAN.** Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all the shareholders and all of the directors of the Surviving Corporation and by all of the shareholders and all of the directors of the Merging Corporation.

9. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act of the State of Florida, the Merging 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 Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. **AUTHORIZATION OF DIRECTORS AND OFFICERS.** The Board of Directors and the proper officers of the Merging 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.

11. **EFFECTIVE DATE.** This plan shall become effective on the day that the Articles of Merger has been filed by Secretary of State of Florida. The term "Effective Date", wherever used in this Plan, shall mean the Effective Date herein described. Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Corporations may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

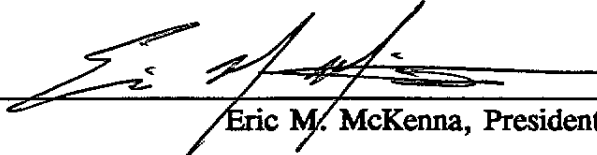
12. **RIGHT TO ABANDON MERGER.** The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the Effective Date.

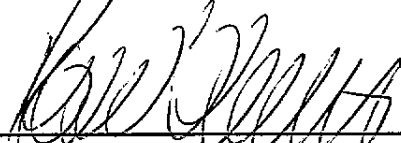
IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations.

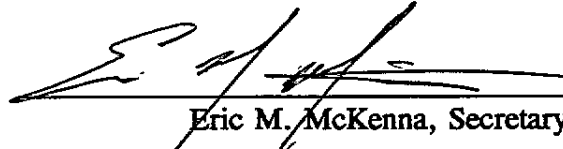
MERGING CORPORATION:

SURVIVING CORPORATION:

By: 
Judith E. Neiwirth, President

By: 
Eric M. McKenna, President

Attest: 
Ronald G. Neiwirth, Secretary

Attest: 
Eric M. McKenna, Secretary

(Corporate Seal)

(Corporate Seal)

**UNANIMOUS WRITTEN CONSENT AND RECORD OF ACTION
TAKEN BY THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF TROPICAL CAMBIST, INC.**

The undersigned, being all the Directors and Shareholders of **TROPICAL CAMBIST, INC.**, (the "Corporation"), a Florida corporation, do hereby consent to and subscribe to, the following acts and resolutions in lieu of a formal special meeting, pursuant to the Florida Business Corporation Act and the Bylaws of the Corporation:

RESOLVED, that this Corporation shall, and hereby does, adopt the Plan and Agreement of Merger ("Plan") attached hereto as Exhibit "A", under and by which **TROPICAL CAMBIST, INC.**, a Florida corporation (the "Merging Corporation"), shall be merged into and with **GABLES CAPITAL MANAGEMENT, INC.**, a Florida corporation (the "Surviving Corporation"), and in connection therewith, the President or Vice President and the Secretary or Assistant Secretary of this Corporation be, and they hereby are authorized, empowered and directed for, on behalf of, and in the name of this Corporation, to execute and deliver the Plan.

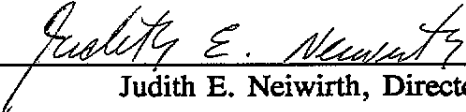
FURTHER RESOLVED, that in connection with the Plan, the President or Vice President and the Secretary or Assistant Secretary of this Corporation be and they hereby are authorized, empowered and directed for, on behalf of, and in the name of this Corporation, to execute and deliver the Articles of Merger, attached hereto as Exhibit "B", and to have the Merger filed forthwith in the offices of the Secretary of State of the State of Florida.

FURTHER RESOLVED, that the President, Vice President, Secretary, Assistant Secretary and any other officer of this Corporation be and they hereby are authorized, empowered and directed for, on behalf of, and in the name of this Corporation, to execute and deliver any and all documents or instruments and to take any and all actions and measures as may be necessary and appropriate to effectuate and implement the merger of **TROPICAL CAMBIST, INC.** with and into **GABLES CAPITAL MANAGEMENT, INC.**, with each such document or instrument to contain such terms and conditions as they in their sole discretion deem to be in the best interest of this Corporation with their signatures to be conclusive evidence of their authority to execute and deliver such documents.

FURTHER RESOLVED, that the President and Treasurer of this Corporation be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all action and execute any further documents that may be necessary to effectuate and implement the proposed merger.

FURTHER RESOLVED, that the Merging Corporation shall transfer and assign all of its existing liabilities, obligations, accounts receivables, accounts payable, contract rights and profits due or received presently or hereafter under the terms of any contracts and agreements presently existing to the Surviving Corporation. Any and all such liabilities that exist at the Effective Date, as defined in Plan and Agreement of Merger dated September 10, 1997, are attached as Exhibit C.

IN WITNESS WHEREOF, the undersigned hereby affix their hands and seals this 10th day of September, 1997.



Judith E. Neiwirth, Director/Shareholder

[dkt]W:199901033\CONSNT35.RGN(9/15/97-16:3)

**UNANIMOUS WRITTEN CONSENT AND RECORD OF ACTION
TAKEN BY THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF GABLES CAPITAL MANAGEMENT, INC.**

The undersigned, being all the Directors and Shareholders of **GABLES CAPITAL MANAGEMENT, INC.**, (the "Corporation"), a Florida corporation, do hereby consent to and subscribe to, the following acts and resolutions in lieu of a formal special meeting, pursuant to the Florida Business Corporation Act and the Bylaws of the Corporation:

RESOLVED, that this Corporation shall, and hereby does, adopt the Plan and Agreement of Merger ("Plan") attached hereto as Exhibit "A", under and by which **TROPICAL CAMBIST, INC.**, a Florida corporation (the "Merging Corporation"), shall be merged into and with **GABLES CAPITAL MANAGEMENT, INC.**, a Florida corporation (the "Surviving Corporation"), and in connection therewith, the President or Vice President and the Secretary or Assistant Secretary of this Corporation be, and they hereby are authorized, empowered and directed for, on behalf of, and in the name of this Corporation, to execute and deliver the Plan.

FURTHER RESOLVED, that in connection with the Plan, the President or Vice President and the Secretary or Assistant Secretary of this Corporation be and they hereby are authorized, empowered and directed for, on behalf of, and in the name of this Corporation, to execute and deliver the Articles of Merger, attached hereto as Exhibit "B", and to have the Merger filed forthwith in the offices of the Secretary of State of the State of Florida.

FURTHER RESOLVED, that the President, Vice President, Secretary, Assistant Secretary and any other officer of this Corporation be and they hereby are authorized, empowered and directed for, on behalf of, and in the name of this Corporation, to execute and deliver any and all documents or instruments and to take any and all actions and measures as may be necessary and appropriate to effectuate and implement the merger of **TROPICAL CAMBIST, INC.** with and into **GABLES CAPITAL MANAGEMENT, INC.**, with each such document or instrument to contain such terms and conditions as they in their sole discretion deem to be in the best interest of this Corporation with their signatures to be conclusive evidence of their authority to execute and deliver such documents.

FURTHER RESOLVED, that the President and Treasurer of this Corporation be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all action and execute any further documents that may be necessary to effectuate and implement the proposed merger.

FURTHER RESOLVED, that the Merging Corporation shall transfer and assign all of its existing liabilities, obligations, accounts receivables, accounts payable, contract rights and profits due or received presently or hereafter under the terms of any contracts and agreements presently existing to the Surviving Corporation. Any and all such liabilities that exist at the Effective Date, as defined in Plan and Agreement of Merger dated September 10, 1997, are attached as Exhibit C.

IN WITNESS WHEREOF, the undersigned hereby affix their hands and seals this 10th day of September, 1997.


Eric M. McKenna, Director/Shareholder


Bruce A. Bain, Director/Shareholder

THE CYPRUS TRUST

Philip A. Sigel, Director/Shareholder

[dkt]W:\199901033\CONSNT75.RGN(9/15/97-16:3)