

P91000017716
 Foley + Gardner

Requestor's Name _____
 Address _____
 City/State/Zip 222-6/00 Phone # _____
Julie Davis

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

904 359-2000

1. _____ (Corporation Name) _____ (Document #)
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- ☒ Walk in
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	/Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS MAR - 5 1997

Examiner's Initials	
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SHC ACQUISITION CORP., A FLORIDA CORPORATION, P97000017716.

INTO

SOUTHLAND HOLDING COMPANY, a Texas corporation not qualified in
Florida.

File date: March 4, 1997

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER

FILED
97 MAR 11 10 20 AM
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act and Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of effecting a merger in accordance with the provisions of Article 5.01 of the Texas Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act.

1. A plan of merger adopted in accordance with the provisions of Article 5.04 of the Texas Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act providing for the merger of SHC Acquisition Corp. and Southland Holding Company and resulting in Southland Holding Company being the surviving corporation in the merger is attached hereto as Exhibit A and is hereby incorporated herein by reference.

2. The name of each of the undersigned corporations and the laws under which such corporation was organized are:

Name of Corporation	State
SHC Acquisition Corp.	Florida
Southland Holding Company	Texas

3. As to each of the undersigned corporations, the number of outstanding shares of each class or series of stock of such corporation entitled to vote on the Plan of Merger are as follows:

Name of Corporation	Number of Shares Outstanding	Class or Series	Number of Shares Entitled to Vote
SHC Acquisition Corp.	1,000	Common	1,000
Southland Holding Company	819,513	Common	819,513

4. As to each of the undersigned domestic corporations, the number of shares voted for or against the Plan of Merger, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Class or Series
SHC Acquisition Corp.	1,000	0	Common
Southland Holding Company	819,513	0	Common

5. The shareholders of the undersigned corporations each unanimously adopted and approved the Plan of Merger on February 28, 1997.

6. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation or other entity that is a party to the Plan of Merger was incorporated or organized and by its constituent documents.

7. The merger will become effective on filing of these Articles of Merger with the Florida Secretary of State in accordance with the provisions of Section 607.1105 of the Florida Business Corporation Act.

8. The date which is the 90th day after the date of the filing of these Articles of Merger with the Secretary of State of Texas is May 29, 1997.

[Signatures on following page]

Dated February 28 1997

SHC ACQUISITION CORP.

By: 

Its President

SOUTHLAND HOLDING COMPANY

By: 

Its President

Exhibit A

PLAN OF MERGER

1. The name of each corporation planning to merge is as follows.

SHC Acquisition Corp., a corporation organized and existing under the laws of the State of Florida ("Parent"); and

Southland Holding Company, a corporation organized and existing under the laws of the State of Texas ("Subsidiary").

2. Parent owns all of the outstanding capital stock of Subsidiary.

3. The surviving corporation is:

Southland Holding Company.

4. On the effective date of the Merger, Parent will merge with and into Subsidiary, at which time Parent will cease to exist as a separate corporation and at which time the Subsidiary will continue as the surviving corporation.

5. The Subsidiary will succeed to all of the real estate and other property, or interest therein, of Parent without the necessity for any separate transfer and without reversion or impairment. Subsidiary will thereafter be responsible and liable for all liabilities and obligations of Parent and neither the rights of creditors nor any liens upon the property of Parent shall be impaired.

6. On the effective date of the Merger, all of the issued and outstanding capital stock of Parent will be canceled and the Subsidiary will be deemed to have issued shares of its Common Stock to the shareholders of Parent.

7. The shares of Common Stock of Subsidiary issued to the shareholders of parent shall be issued to such shareholders pro rata upon surrender of any certificates of the shares of Parent.

8. The Articles of Incorporation of Subsidiary shall be the Articles of Incorporation of the surviving corporation.