



P97000018170

FILED  
SEP 26 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 633976 7110208

AUTHORIZATION :

*Patricia Pujat*

COST LIMIT : \$ 78.75

ORDER DATE : September 25, 2001

ORDER TIME : 11:17 AM

ORDER NO. : 633976-005

200004612212--1

CUSTOMER NO: 7110208

CUSTOMER: Ms. Amanda Johnson  
Hutchison & Mason Pllc  
Suite 100  
3110 Edwards Mill Road  
Raleigh, NC 27612

*merger*

ARTICLES OF MERGER

ELLISTON GROUP INC.

INTO

ELLISTON GROUP INC.

RECEIVED  
01 SEP 26 PM 12:18  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*DR*  
9/26/01

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ELLISTON GROUP, INC., a Florida corporation P97000018170

INTO

**ELLISTON GROUP, INC..** a North Carolina entity not qualified in Florida

File date: September 26, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

## ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FILED  
01 SEP 26 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Elliston Group, Inc.	North Carolina

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Elliston Group, Inc.	Florida

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.



**Fifth:** Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 25, 2001.

**Sixth:** Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on September 25, 2001.

**Seventh:** Signatures for each corporation

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name of Individual &amp; Title</u>
Elliston Group, Inc. (FL)		Stephen M. Elliston, President
Elliston Group, Inc.(NC)		Stephen M. Elliston, President

## **PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Elliston Group, Inc.	North Carolina

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Elliston Group, Inc.	Florida

**Third:** The terms and conditions of the merger are as follows:

The purpose of the merger is to reincorporate the merging corporation in North Carolina in connection with the relocation of the principal place of business of the merging corporation to North Carolina.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of capital stock of the merging corporation shall be converted into one share of common stock of the surviving corporation.

Articles of incorporation of the surviving corporation are attached as **Exhibit A**.



# NORTH CAROLINA

## Department of The Secretary of State

---

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

**ELLISTON GROUP, INC.**

the original of which was filed in this office on the 11th day of September, 2001.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 11th day of September, 2001

*Elaine F. Marshall*

Secretary of State

21 254 9065

**ARTICLES OF INCORPORATION  
OF  
ELLISTON GROUP, INC.**

SOSID: 603694  
Date Filed: 9/11/2001 10:14 AM  
Elaine F. Marshall  
Secretary of State

Pursuant to Section 55-2-02 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation for the purposes of forming a business corporation.

**ARTICLE I**

The name of the corporation is Elliston Group, Inc. (the "Corporation").

**ARTICLE II**

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having no par value.

**ARTICLE III**

The street address, which is also the mailing address, and county of the initial registered office of the Corporation in North Carolina is 3110 Edwards Mill Road, Suite 100, Raleigh, Wake County, North Carolina 27612.

**ARTICLE IV**

The name of the initial registered agent at the address of the registered office is William N. Wofford.

**ARTICLE V**

No director of the Corporation shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (i) acts or omissions that such director at the time of such breach knew or believed were clearly in conflict with the best interests of the Corporation, (ii) any liability under Section 55-8-33 of the North Carolina General Statutes or any successor provision, (iii) any transaction from which such director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date of the effectiveness of this Article. As used in this Article, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his or her services as a director, officer, employee, independent contractor, attorney, or consultant of the Corporation.

Furthermore, notwithstanding the foregoing provision, in the event that Section 55-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the director, the personal liability of the Corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article shall not affect a provision permitted under the North Carolina General Statutes in the articles of incorporation, bylaws or contract or resolution of the Corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

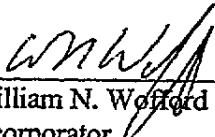
#### ARTICLE VI

The number of Directors of the Corporation may be fixed by the bylaws.

#### ARTICLE VII

The name and address of the incorporator is William N. Wofford, 3110 Edwards Mill Road, Suite 100, Raleigh, North Carolina 27612.

This the 5<sup>th</sup> day of September, 2001.

  
\_\_\_\_\_  
William N. Wofford  
Incorporator