

P97000020937
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January 8, 2001

Via Airborne Express Airbill Number 8678244551

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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-01/10/01--01074--011
*****78.75 *****78.75

Re: Marianne Edmonds, Inc.


Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Merger and Plan of Merger with reference to the above-noted corporation, together with a check in the amount of \$78.75 to cover the filing fee and fee for one certified copy.

Please file the original and return to me a "date stamped" copy of the same, along with the certified copy.

Thank you.

Sincerely,


H. JAMES FISCHER
HJF/jh
Enclosures

cc: Marianne F. Edmonds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 10 AM 8:56

Merger

V. SHEPARD JAN 12 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

A. S. K. CONSULTANTS, INC., a Florida corporation, G26285

INTO

MARIANNE EDMONDS, INC., a Florida entity, P97000020937

File date: January 10, 2001

Corporate Specialist: Velma Shepard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 10 AM 8:56

**ARTICLES OF MERGER OF
MARIANNE EDMONDS, INC.**

AND

A.S.K. CONSULTANTS, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging the undersigned corporations:

1. The names of the corporations which are parties to the within merger are MARIANNE EDMONDS, INC. and A.S.K. CONSULTANTS, INC. MARIANNE EDMONDS, INC. is the surviving corporation.

2. On the 8th day of January, 2001, the attached Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class	Number of Shares
MARIANNE EDMONDS, INC.	100	Common	100
A.S.K. CONSULTANTS, INC.	500	Common	500

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan respectively are as follows:

Name of Corporation	Total Voted For	Total Voted Against
MARIANNE EDMONDS, INC.	100	None
A.S.K. CONSULTANTS, INC.	500	None

5. The Merger shall be effective upon filing with the Office of the Secretary of State.

SIGNED this 8th day of January, 2001.

"Surviving Corporation"
MARIANNE EDMONDS, INC.

By: Marianne F. Edmonds
MARIANNE F. EDMONDS, President

(Corporate Seal)

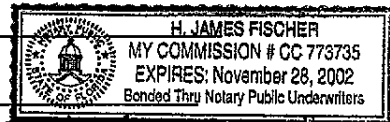
ATTEST:

Marianne F. Edmonds
MARIANNE F. EDMONDS, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th day of January, 2001, by MARIANNE F. EDMONDS as President of MARIANNE EDMONDS, INC., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced N/A as identification and did (did not) take an oath.

H. James Fischer
Notary Public
Commission No. _____



(Name of Notary typed, printed or stamped)

"Absorbed Corporation"
A.S.K. CONSULTANTS, INC.

By: Marianne F. Edmonds
MARIANNE F, EDMONDS, President

(Corporate Seal)

ATTEST:

Marianne F. Edmonds
MARIANNE F. EDMONDS, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th day of January, 2001, by MARIANNE F. EDMONDS as President of A.S.K.

PLAN OF MERGER

THIS PLAN OF MERGER dated the 8th day of January, 2001, between MARIANNE EDMONDS, INC., referred to as the surviving corporation, and A.S.K. CONSULTANTS, INC., referred to as the absorbed corporation.

WHEREAS, MARIANNE EDMONDS, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 475 Central Avenue, Suite 201, St. Petersburg, Pinellas County, Florida; and

WHEREAS, MARIANNE EDMONDS, INC. has a capitalization of 7,500 shares of \$1.00 par value common stock, of which 100 shares are issued and outstanding; and

WHEREAS, A.S.K. CONSULTANTS, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7714 River Avenue, Green Cove Springs, Florida; and

WHEREAS, A.S.K. CONSULTANTS, INC. has a capitalization of 7,500 shares of \$1.00 par value common stock, of which 500 shares are issued and outstanding; and

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that A.S.K. CONSULTANTS, INC. be merged into MARIANNE EDMONDS, INC. pursuant to the provisions of Sections 607.1101, et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **MERGER.** A.S.K. CONSULTANTS, INC. shall merge with and into MARIANNE EDMONDS, INC. which shall be the surviving corporation.

2. **TERMS AND CONDITIONS.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **CONVERSION OF SHARES.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 par value common stock of A.S.K. CONSULTANTS, INC. issued and outstanding on the effective date of the merger shall be converted into one share of the \$1.00 par value common stock of MARIANNE

EDMONDS, INC., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interest, a certificate for the number of whole shares representing the aggregate of the fractional share interest, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

4. **CHANGES IN ARTICLES OF INCORPORATION.** The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

5. **CHANGES IN BYLAWS.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. **DIRECTORS AND OFFICERS.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **PROHIBITED TRANSACTIONS.** 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 absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares, if any, and take all action necessary or appropriate under the laws of the State of Florida to consummate this plan of merger.

8. **APPROVAL BY SHAREHOLDERS.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the

manner provided by the applicable laws of the State of Florida at meetings to be held on or before January 8, 2001, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. **EFFECTIVE DATE OF MERGER** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

10. **ABANDONMENT OF MERGER** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

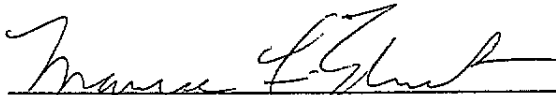
(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before January 8, 2001; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable.

11. **EXECUTION OF AGREEMENT** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

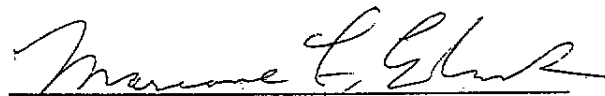
"Surviving Corporation"
MARIANNE EDMONDS, INC.

By: 
MARIANNE F. EDMONDS, President


(Corporate Seal)
ATTEST:


MARIANNE F. EDMONDS, Secretary

"Absorbed Corporation"
A.S.K. CONSULTANTS, INC.

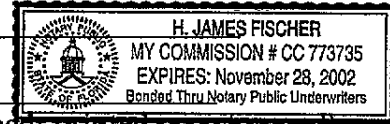
By: 
MARIANNE F. EDMONDS, President

(Corporate Seal)
ATTEST:


MARIANNE F. EDMONDS, Secretary

CONSULTANTS, INC., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced NIA as identification and did (did not) take an oath.


Notary Public
Commission No. _____



(Name of Notary typed, printed or stamped)