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from GREENBERG TRAURIG

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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4000  
FROM: GREENBERG TRAURIG (WEST PALM BEACH) ACCT#: 075201001473  
CONTACT: JUDITH EQUELS OR JAN CRANK  
PHONE: (561-) 650-7900 FAX #: (561) 655-6222

NAME: SOUTHERN CLASSIC, INC.  
AUDIT NO..... H98000014177  
DOC TYPE..... MERGER OR SHARE EXCHANGE  
CERT. OF STATUS.. 1 PAGES ..... 3  
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Re FAX Conversation  
per w/ Darlen  
JAN CRANK

25589.010100 Merger  
8/3/98  
DC

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOUTHERN CLASSIC, INC., a Florida corporation, P97000028917

INTO

**SOUTHERN CLASSIC, INC..** a Delaware corporation not qualified in Florida

File date: July 31, 1998

Corporate Specialist: Darlene Connell

7/30/98

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PUBLIC ACCESS SYSTEM  
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25589.010100

ARTICLES OF MERGER  
OF  
SOUTHERN CLASSIC, INC.  
(a Florida corporation)  
INTO  
SOUTHERN CLASSIC, INC.  
(a Delaware corporation)

H98000014177

FILED  
98 JUL 31 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to §607.1105 of the Florida Business Corporation Act (the "FBCA"), SOUTHERN CLASSIC, INC., a Florida corporation ("SCI"), and SOUTHERN CLASSIC, INC., a Delaware corporation ("Southern Classic"), do hereby adopt the following Articles of Merger:

I. The Agreement and Plan of Merger, dated as of July 29, 1998 (the "Merger Agreement"), between the parties to the merger is attached hereto as Exhibit A and incorporated herein by reference.

II. The Agreement and Plan of Merger, providing for the merger of SCI with and into Southern Classic (the "Merger"), was adopted by the shareholders of SCI on July 29, 1998, and by the shareholders of Southern Classic on July 29, 1998.

III. The Merger shall become effective as of the close of business on the date of filing these Articles of Merger with the Department of State of the State of Florida (the "Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of SCI and Southern Classic on this 29 day of July, 1998.

SOUTHERN CLASSIC, INC. (a Florida corporation)

Name: 

J. Lamar Tuten

Title: President

SOUTHERN CLASSIC, INC. (a Delaware corporation)

Name: 

J. Lamar Tuten

Title: President

Prepared By:  
Douglas Fremont, Esq.  
Greenberg Traurig, PA  
777 S. Flagler Dr., 300-East  
West Palm Beach, FL 33401  
561-650-7900  
Fla. Bar No: 999880

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**EXHIBIT A****AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is made and entered into as of the 25<sup>th</sup> day of July, 1998 by and among SOUTHERN CLASSIC, INC., a Florida corporation ("SCI"), and SOUTHERN CLASSIC, INC., a Delaware corporation ("Southern Classic").

SCI and Southern Classic desire to effect the statutory merger of SCI with and into Southern Classic, with Southern Classic to survive such merger.

1. Constituent Corporations. SCI and Southern Classic shall be parties to the merger (the "Merger") of SCI with and into Southern Classic.

2. Terms and Conditions of Merger. SCI (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), be merged with and into Southern Classic (the "Surviving Corporation"), which shall continue to exist pursuant to the laws of the State of Delaware. Upon the effective time of the Merger (as set forth in Section 7) (the "Effective Time"), the separate corporate existence of the Constituent Corporation shall cease. The separate corporate existence of Southern Classic with all its rights, powers, immunities, purposes and franchises shall continue unaffected by the Merger.

3. Capital Stock: Conversion of Shares.

(a) At the Effective Time, all shares of the capital stock of SCI which are held in SCI's treasury shall be canceled and retired, without the payment of any consideration therefor.

(b) At the Effective Time, each share of SCI common stock, par value \$1.00 per share, issued and outstanding immediately prior to the Effective Time, shall be converted into 516 shares of common stock, par value \$0.001 per share, of the Surviving Corporation.

4. Articles of Incorporation. The Articles of Incorporation of Southern Classic as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, without any modification or amendment in the Merger, unless and until amended after the Effective Time, in accordance with its terms and the laws of the State of Delaware.

5. Bylaws. The Bylaws of Southern Classic as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, without any modification or amendment in the Merger, unless and until amended after the Effective Time, in accordance with its terms and the laws of the State of Delaware.

6. Directors and Officers. The directors of SCI immediately prior to the Effective Time shall be the directors of the Surviving Corporation until their successors are duly elected and qualified. The officers of SCI immediately prior to the Effective Time shall be the officers of the Surviving Corporation until their respective successors are duly appointed.

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7. Effective Time. The Merger shall become effective on the date and at the time (the "Effective Time") on which the Articles of Merger have been filed with the Department of State of the State of Florida.

8. Amendment of Agreement and Plan of Merger. The Board of Directors (or body with similar duties) of each of SCI and Southern Classic is authorized to amend this Plan at any time prior to the Effective Time, subject to Section 607.1103(8) of the FBCA.

SOUTHERN CLASSIC, INC. (a Florida corporation)

Name: J. Lamar Tuten  
J. Lamar Tuten

Title: President

SOUTHERN CLASSIC, INC. (a Delaware corporation)

Name: J. Lamar Tuten  
J. Lamar Tuten

Title: President

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