

P97000046958



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 414397

AUTHORIZATION :

COST LIMIT : \$ 87.50

FILED  
97 JUN -3 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5315A  
*Patricia Pizzuto*

ORDER DATE : June 3, 1997

ORDER TIME : 3:15 PM

ORDER NO. : 414397-005

CUSTOMER NO: 5315A

CUSTOMER: J. Cary Ross, Esq.  
Trenam Kemker Scharf Barkin  
2700 Barnett Plaza  
101 East Kennedy Boulevard  
Tampa, FL 33602

*Articles of  
Correction  
FILE 157*

7000002200647--5

DOMESTIC AMENDMENT FILING

NAME: LAMALIE TAMPA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 JUN -3 PM 4:12  
DIVISION OF CORPORATION

ARTICLES OF CORRECTION OF  
OF  
ARTICLES OF INCORPORATION  
OF  
LAMALIE TAMPA, INC.

FILED  
97 JUN -3 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the incorporator and a duly authorized officer of Lamalie Tampa, Inc., by the execution of these Articles of Correction, does hereby certify as follows:

1. The Articles of Incorporation of Lamalie Tampa, Inc. were filed May 28, 1997, effective May 28, 1997.
2. Article III therein was incorrect, and is hereby corrected to read as follows:

ARTICLE III  
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 35,000,000 shares of Common Stock with a par value of \$.01 per share

3. Article VII(a) therein was incorrect, and is hereby corrected to read as follows:

(a) The Board of Directors of this Corporation shall have such number of members as may be determined from time to time by the stockholders of this Corporation or otherwise in accordance with the Bylaws of this Corporation. The number of directors of this Corporation is initially set at nine (9), only eight (8) of whom are designated at this time. The vacancy may be filled at any time in accordance with law and the Bylaws of this Corporation. The initial directors of this Corporation who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until the earlier to occur of the first annual meeting of stockholders of this Corporation or the first special meeting of stockholders of this Corporation one of the purposes of which is to elect directors of this Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified, are:


MICHAEL BRENNER  
ARTHUR J. DAVIDSON  
MARK P. ELLIOTT

DAVID W. GALLAGHER  
HAROLD E. JOHNSON  
JOHN F. JOHNSON  
ROBERT L. PEARSON  
JACK P. WISSMAN

The mailing address of each initial director is:

Northdale Plaza  
3903 Northdale Boulevard  
Tampa, Florida 33624

**IN WITNESS WHEREOF**, the undersigned incorporator and duly authorized officer has executed these Articles of Incorporation this 3rd day of June, 1997.

  
\_\_\_\_\_  
JACK P. WISSMAN, Incorporator and Vice President



P97000046958  
 THE UNITED STATES  
 97 JUL 3 1958  
 SECRET

97 JUL -3 PM 2:10  
SECRET  
TALLAHASSEE, FLORIDA  
5315A

ACCOUNT NO. : 072100000032

REFERENCE : 414397 5315A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : June 3, 1997

ORDER TIME : 3:17 PM

ORDER NO. : 414397-010

CUSTOMER NO: 5315A

CUSTOMER: J. Cary Ross, Esq.  
Trenam Kemker Scharf Barkin  
2700 Barnett Plaza  
101 East Kennedy Boulevard  
Tampa, FL 33602

FILE  
2nd

merger

20000201E48--2

## ARTICLES OF MERGER

LAMALIE ASSOCIATES, INC.

INTO

LAMALIE TAMPA, INC.

RECEIVED  
97 JUN -3 PM 4: 12  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY.

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

V. P. Verma

P97000046958

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LAMALIE ASSOCIATES, INC., a Delaware corporation P33572

INTO

LAMALIE TAMPA, INC., a Florida corporation, P97000046958

File date: June 3, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

**ARTICLES OF MERGER  
of  
LAMALIE ASSOCIATES, INC.  
(a Delaware corporation)  
with and into  
LAMALIE TAMPA, INC.  
(a Florida corporation)**

97 JUN -3 PM 2:10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER WITH SUBSIDIARY CORPORATION  
PURSUANT TO SECTION 607.1104, FLORIDA STATUTES**

The following ARTICLES OF MERGER (these "Articles") are made and entered into this 3rd day of June, 1997, by and between LAMALIE ASSOCIATES, INC., a Delaware corporation (sometimes referred to in these Articles as "Lamalie-Delaware"), and LAMALIE TAMPA, INC., a Florida corporation (sometimes referred to in these Articles as "Lamalie-Florida" or the "Surviving Corporation"). Either Lamalie-Florida or Lamalie-Delaware may sometimes be individually referred to herein as a "Constituent Corporation," and Lamalie-Florida and Lamalie-Delaware may sometimes be collectively referred to herein as the "Constituent Corporations." Lamalie-Delaware is the parent of Lamalie-Florida, and Lamalie-Florida is the wholly owned subsidiary of Lamalie-Delaware.

**WITNESSETH:**

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations and their respective stockholders that Lamalie-Delaware be merged with and into Lamalie-Florida, and that Lamalie-Florida merge Lamalie-Delaware with and into itself, as authorized by the statutes of the State of Florida and the State of Delaware and under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, the Constituent Corporations, by and between themselves and their respective Boards of Directors and stockholders, in consideration of the mutual covenants and provisions hereinafter contained, have agreed and do hereby agree each with the other that Lamalie-Delaware be merged with and into Lamalie-Florida and that Lamalie-Florida merge Lamalie-Delaware into itself pursuant to the provisions of the laws of the State of Florida and the State of Delaware, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Articles of Merger:

These Articles are filed pursuant to Section 607.1105, Florida Statutes. Pursuant to the Florida Business Corporation Act, upon the effectiveness of these Articles as determined by the Department of State of the State of Florida (the "Effective Date"), Lamalie-Delaware shall be, and it hereby is, merged with and into Lamalie-Florida, and Lamalie-Florida shall, and it hereby does, merge Lamalie-Delaware with and into itself (the "Merger").

ARTICLE I  
PLAN OF MERGER

The Agreement and Plan of Merger (the "Plan of Merger") for the Merger is as set forth on Exhibit A hereto.

ARTICLE II  
EFFECTIVE DATE

These Articles and the Merger shall be effective upon the filing of these Articles by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida.

ARTICLE III  
APPROVAL OF MERGER

(a) The Board of Directors of Lamalie-Florida and the sole stockholder of Lamalie-Florida approved and adopted the Plan of Merger and these Articles of Merger effective May 27, 1997.

(b) The Board of Directors of Lamalie-Delaware approved and adopted the Plan of Merger and these Articles of Merger effective May 27, 1997.

(c) The stockholders of Lamalie-Delaware approved and adopted the Plan of Merger and these Articles of Merger effective May 30, 1997.

ARTICLE IV  
COMPLIANCE WITH LAW

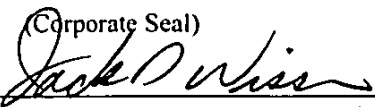
(a) The laws of the State of Florida and the laws of the State of Delaware permit and provide for the Merger.

(b) The Constituent Corporations have complied with all provisions of the laws of the State of Florida and of the State of Delaware applicable to the Merger.

IN WITNESS WHEREOF, each of the undersigned Constituent Corporations has caused these Articles of Merger to be executed and acknowledged in its name by its president or vice president and attested by its secretary or assistant secretary, and their respective corporate seals affixed hereto, in accordance with the laws of the State of Florida and the State of Delaware, all on the day and year first above written.

ATTEST:

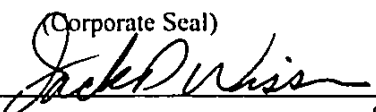
LAMALIE ASSOCIATES, INC. (Delaware)

(Corporate Seal)  
  
Secretary

By:   
JACK P. WISSMAN, Vice President

ATTEST:

LAMALIE TAMPA, INC. (Florida)

(Corporate Seal)  
  
Secretary

By:   
JACK P. WISSMAN, Vice President

**AGREEMENT AND PLAN OF MERGER**  
**for the**  
**MERGER**  
**of**  
**LAMALIE ASSOCIATES, INC.**  
**(a Delaware corporation)**  
**with and into**  
**LAMALIE TAMPA, INC.**  
**(a Florida corporation)**

**Exhibit A**

1. Pursuant to and in accordance with the Florida Business Corporation Act, the Delaware General Corporation Law, and Sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, LAMALIE ASSOCIATES, INC., a Delaware corporation (sometimes referred to in Plan of Merger as "Lamalie-Delaware"), will merge with and into LAMALIE ASSOCIATES, INC., a Florida corporation (sometimes referred to in this Plan of Merger as "Lamalie-Florida" or the "Surviving Corporation") (the "Merger"). Either Lamalie-Florida or Lamalie-Delaware may sometimes be individually referred to herein as a "Constituent Corporation," and Lamalie-Florida and Lamalie-Delaware may sometimes be collectively referred to herein as the "Constituent Corporations."

2. Upon the effectiveness of the Merger, the separate existence of Lamalie-Delaware shall cease, and all of the assets and liabilities of Lamalie-Delaware shall thereafter be the assets and liabilities of Lamalie-Florida.

3. Upon the effectiveness of the Merger, the Articles of Incorporation of Lamalie-Florida shall serve as the Articles of Incorporation of the surviving corporation in such Merger, until altered or amended; provided, however, that the name of the Surviving Corporation shall be **LAMALIE ASSOCIATES, INC.**

4. Upon the effectiveness of the Merger, each issued and outstanding share of the Common Stock of Lamalie-Delaware shall by virtue of the Merger and without further action on the part of the holder thereof be converted, *pro rata*, into one thousand (1,000) shares of the Common Stock of the Surviving Corporation. Each such share of Common Stock of the Surviving Corporation shall thereupon be forever and irrevocably deemed duly and validly authorized and issued and fully paid and nonassessable, without regard to whether the corresponding share of Lamalie-Delaware had been duly and validly authorized and issued. From and after the time of the Merger, the holders of all issued and outstanding shares of Common Stock of Lamalie-Delaware shall automatically be and become holders of shares of Common Stock of Lamalie-Florida on such basis, whether or not certificates representing such shares of Common Stock of Lamalie-Delaware or of Lamalie-Florida are then or then have been delivered.

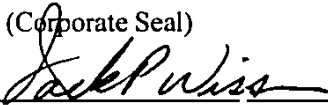
5. Immediately upon the making of the appropriate filing or filings with, and payment of all fees and taxes required by, the Department of State of the State of Florida and the Department of State of the State of Delaware, the Merger shall become effective.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles of Merger to be executed and acknowledged by the undersigned duly authorized officers.

ATTEST:

LAMALIE ASSOCIATES, INC. (Delaware)

(Corporate Seal)

  
Secretary

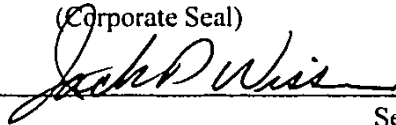
By:

  
JACK P. WISSMAN, Vice President

ATTEST:

LAMALIE TAMPA, INC. (Florida)

(Corporate Seal)

  
Secretary

By:

  
JACK P. WISSMAN, Vice President