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TALLAHASSEE, FLORIDA
merger

Dynamark of Florida, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DYNAMARK OF FLORIDA, INC., a Florida corporation P97000066433
,

INTO

DSC ENTERPRISES, INC., a Maryland corporation not qualified in Florida.

File date: December 9, 1998

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
MERGING
DYNAMARK OF FLORIDA, INC.
WITH AND INTO
DSC ENTERPRISES, INC.**

98 DEC -9 PM 2:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(UNDER SECTION 607.1104 OF THE FLORIDA STATUTES)

The following articles of merger are being submitted in accordance with Section 607.1104 of the Florida Statutes.

(1) The exact name and street address of the principal office, jurisdiction, and entity type of the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Dynamark of Florida 220 S. Franklin Street Tampa, Florida 33602	Florida	Corporation

Florida Document/Registration Number: P97000066433 FEI Number: 593463198

(2) The exact name and street address of the principal office, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DSC Enterprises, Inc. 19833 Leitersburg Pike Hagerstown, Maryland 21742	Maryland	Corporation

Florida Document/Registration Number: N/A FEI Number: 521949951

(3) The attached Plan of Merger meets the requirements of section 607.1104, Florida Statutes, and was approved by Dynamark of Florida, Inc. in accordance with Chapter 607, Florida Statutes.

(4) The Plan of Merger attached hereto as Exhibit A was approved by DSC Enterprises, Inc. in accordance with the laws of the State of Maryland.

(5) DSC Enterprises, Inc. hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholder of Dynamark of Florida, Inc.

(6) DSC Enterprises, Inc. agrees to pay the dissenting shareholders of Dynamark of Florida, Inc. the amount, if any, to which they are entitled under Sections 607.1302, 620.205, and/or 608.4384, Florida Statutes.

(7) The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any agreement.

(8) The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

(9) The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed in their respective corporate names as of the 18 day of December 1998.

DSC ENTERPRISES, INC.

By: 

Steve Millstein, President

DYNAMARK OF FLORIDA, INC.

By: 

John Mack, President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1104, is being submitted in accordance with sections 607.1104, Florida Statutes, **the date of adoption is December 1, 1998.**

(1) Dynamark of Florida, Inc. ("Dynamark"), a Florida corporation, is a wholly-owned subsidiary of DSC Enterprises, Inc., a Maryland corporation ("DSC").

(2) The terms and conditions of the merger are as follows:

Dynamark shall be merged with and into DSC. DSC shall survive the merger and continue under the name DSC Enterprises, Inc. The articles of incorporation and bylaws of DSC as in effect immediately prior to the merger shall continue in full force and effect as the articles of incorporation and bylaws of the surviving corporation until such articles or bylaws are thereafter modified, amended or repealed in accordance with the laws of the State of Maryland. The officers and directors of DSC immediately prior to the effective date of the merger will continue after the merger to serve as the officers and directors of the surviving corporation, until such time as the successor of each such officer or director is chosen and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

(3) No amendment is made to the articles of incorporation of DSC.

(4) All of the issued and outstanding shares of stock of Dynamark are owned by DSC and no shares of DSC are to be issued or any other consideration given for shares of Dynamark in consideration of the merger. Upon the effective date of the articles of merger, the shares of stock of Dynamark shall be surrendered for cancellation to DSC. In addition, all rights to acquire shares, obligations, and other securities of Dynamark shall, upon the effective date of the articles of merger, be canceled.

(5) As DSC is the sole shareholder of Dynamark and the board of directors of DSC has voted to approve the merger in its capacity as sole shareholder of Dynamark, no person or entity shall have rights as a dissenting shareholder of Dynamark.

(6) DSC, the sole shareholder of Dynamark, has waived in writing its right to receive by mail a copy or summary of this plan.