



THE UNITED STATES  
CORPORATION  
COMPANY

P97000091190

ACCOUNT NO. : 072100000032

REFERENCE : 046280 1299A

AUTHORIZATION : Patricia Pruitt

COST LIMIT : \$ ~~70.00~~ 78.75

ORDER DATE : November 30, 1998

ORDER TIME : 2:30 PM

ORDER NO. : 046280-005

800002697958--5

CUSTOMER NO: 1299A

*merger*

CUSTOMER: Scott M. Covell, Esq  
Clark Partington Hart Larry  
Suite 800  
125 West Romana Street  
Pensacola, FL 32501

ARTICLES OF MERGER

THE RADER GROUP, INC.

INTO

THE RADER GROUP, INC.

FILED  
98 NOV 30 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*JRW*  
12/1/98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE RADAR GROUP, INCORPORATED, a Colorado corporation not authorized  
to transact business in Florida

,

INTO

**THE RADER GROUP, INCORPORATED**, a Florida corporation, P97000091190

File date: November 30, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 1, 1998

CSC  
JANNA WILSON  
TALLAHASSEE, FL

SUBJECT: THE RADER GROUP, INCORPORATED  
Ref. Number: P97000091190

We have received your document for THE RADER GROUP, INCORPORATED and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 098A00056829

*\* Please add a Cert Copy*

RECEIVED  
98 DEC -3 4:12:10  
DIVISION OF CORPORATIONS

**RESUBMIT**

Please give original  
submission date as file date

98 NOV 30 PM 3:56  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between **THE RADER GROUP**, Incorporated, a corporation (hereinafter "RGIF"), and **THE RADER GROUP**, Incorporated, a Colorado Corp. (hereinafter "RGIC"), for the purpose of merging them.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging RGIC with and into RGIF.

2. The merger of RGIC with and into RGIF is permitted by the laws of the Colordado and is in compliance with such laws. The Plan of Merger was adopted by the sole shareholder of RGIC and its Director on November 25, 1998.

3. The sole shareholder of RGIF entitled to vote thereon and its Director approved and adopted the aforesaid Plan of Merger on November 25, 1998.

4. The Plan of Merger was adopted by the sole shareholder and Director of RGIF in accordance with the provisions of Sections 607.1101 and 607.1103 of the Florida Statutes on November 25, 1998.

5. The effective time and date of the merger herein provided for in the State of Florida shall be the date of filing with the Florida Secretary of State.

THE RADER GROUP, INCORPORATED,  
a Colorado corporation

By: Billie T. Rader  
Name: Billie T. Rader  
Capacity: President  
Date: November 25, 1998

THE RADER GROUP, INCORPORATED,  
a Florida corporation

By: Billie T. Rader  
Name: Billie T. Rader  
Capacity: President  
Date: November 25, 1998

## PLAN OF MERGER

THIS IS A PLAN OF MERGER between **THE RADER GROUP, INC**, a Colorado Corp., and The Rader Group Incorporated, a Florida corp, effective upon the date of filing with the Secretary of State of the state of Florida, dated on the dates set forth herein. This plan was adopted by The Rader Group, Incorporated, a business corporation organized under the laws of the State of Colorado, by resolution of its Board of Directors on November 25, 1998, and adopted by The Rader Group, Incorporated, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 25, 1998. The names of the corporations planning to merge are The Rader Group, Incorporated, a business corporation organized under the laws of the State of Colorado, and The Rader Group, Incorporated, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which The Rader Group, Incorporated, a Colorado corporation, plans to merge is The Rader Group, Incorporated, a Florida corporation.

1. The Rader Group, Incorporated, a Colorado corporation, and The Rader Group, Incorporated, a Florida corporation, shall, pursuant to the provisions of the laws of the State of Colorado and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit: The Rader Group, Incorporated, a Florida corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of The Rader Group, Incorporated, a Colorado corporation, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation and the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The issued shares of the non-surviving corporation shall not be converted in any manner, but each said share which is issued prior to the effective time and date of the merger shall at the effective time and date of merger be surrendered and extinguished. The issues shares of the

surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the sole shareholder of the surviving corporation for his approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Colorado and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

THE RADER GROUP, INCORPORATED,  
a Colorado corporation

By: Billie T. Rader  
Name: Billie T. Rader  
Capacity: President  
Date: November 25, 1998

THE RADER GROUP, INCORPORATED,  
a Florida corporation

By: Billie T. Rader  
Name: Billie T. Rader  
Capacity: President  
Date: November 25, 1998