

P97000103840



ACCOUNT NO. : 072100000032

REFERENCE : 661687 1299A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 8, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 661687-005

CUSTOMER NO: 1299A

CUSTOMER: Alisha K. Hiner, Esq  
Clark Partington Hart Larry  
Suite 800  
125 West Romana Street  
Pensacola, FL 32501

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-01/08/98--01005--024  
\*\*\*122.50 \*\*\*122.50

ARTICLES OF MERGER

RAMI, INC.

INTO

RAMI & SONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX            CERTIFIED COPY  
           PLAIN STAMPED COPY

CONTACT PERSON: Jon A. Bowling

Name	1/8/98
Availability	
Requester	Don
Examiner	Don
Update	Don
Verifyer	Don
Acknowledgment	Don
W.P. Verifyer	Don

EXAMINER'S INITIALS:

RECEIVED  
98 JAN -8 AM 10:47  
DIVISION OF CORPORATION

P97000103840

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RAMI OF NORTH FLORIDA, INC., a Vermont corporation F97000006077

INTO

RAMI & SONS, INC., a Florida corporation, P97000103840

File date: January 8, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

98 JAN -8 PM 1:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between RAMI & SONS, INC., a Florida corporation, and RAMI, INC., a Vermont corporation qualified to transact business in Florida under the name Rami of North Florida, Inc., for the purpose of merging them into one of such corporations.

1. The undersigned corporations have adopted the attached Plan of Merger.

2. The name of the surviving corporation is RAMI & SONS, INC., a Florida corporation.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

4. The Plan of Merger is effective for accounting purposes on the 1st day of January, 1998.

5. The Plan of Merger was adopted on the 30th day of December, 1997, by unanimous action of the stockholders and directors of Rami & Sons, Inc., a Florida corporation.

6. The Plan of Merger was adopted on the 31st day of December, 1997, by unanimous action of the stockholders and directors of Rami, Inc., a Vermont corporation.

DATED: December 31, 1997.

RAMI & SONS, INC.  
a Florida corporation

By: 

TARUN PATEL  
[Print/Type Name]

Its: VICE PRESIDENT

RAMI, INC.  
a Vermont corporation

By: 

VASANTIBHAT (T. Patel)  
[Print/Type Name]

Its: VICE PRESIDENT

### PLAN OF MERGER

THIS IS A PLAN OF MERGER dated on the dates set forth below between RAMI & SONS, INC., a Florida corporation, (hereinafter "Florida"), and RAMI, INC., a Vermont corporation, (hereinafter "Vermont").

### STIPULATIONS

A. Florida is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7051 Pensacola Boulevard, Pensacola, Pensacola, Florida 32505.

B. Florida has a capitalization of Ten Thousand (10,000) authorized shares of One Dollar (\$1.00) par value common stock of which One Thousand Nine Hundred Forty-Five (1,945) shares are issued and outstanding.

C. Vermont is a corporation organized and existing under the laws of the State of Vermont with its principal office at 7051 Pensacola Boulevard, Pensacola, Florida 32505. Vermont is qualified to transact business in Florida under the name Rami of North Florida, Inc., with its principal place of business in Florida at 7051 Pensacola Boulevard, Pensacola, Florida 32505.

D. Vermont has a capitalization of Five Thousand (5,000) authorized shares of One Dollar (\$1.00) par value common stock of which Five Thousand (5,000) shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and its stockholder that Vermont be merged into Florida, pursuant to the provisions of Sections 607.1101 et seq. of

the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a) (1)(A) and (F) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section 1.     Merger.     Vermont shall merge with and into Florida, and Florida shall be the surviving corporation.

Section 2.     Terms and Conditions.     On the effective date of the merger, the separate existence of Vermont shall cease, and Florida shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Vermont without the necessity for any separate transfer. Florida shall thereafter be responsible and liable for all liabilities and obligations of Vermont and neither the rights of creditors nor any liens on the property of Vermont shall be impaired by the merger.

Section 3.     Conversion of Shares.     The manner and basis of converting the shares of Vermont into shares, rights, obligations, and other securities of Florida shall be done in the following manner: One (1) share of Florida will be issued for each One (1) share of Vermont.

The conversion shall be effected as follows: Each holder of certificates for shares of common stock in Vermont shall surrender them to Florida or its duly appointed agent, in such manner as Florida shall legally require. On receipt of such share certificates, Florida shall issue and exchange therefor

certificates for shares of common stock in Florida, representing the number of shares of such stock to which such holder is entitled as provided above.

Holders of certificates of common stock of Vermont shall not be entitled to dividends payable on shares of stock in Florida until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of Florida issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

Section 4.     Changes in Articles of Incorporation.     The Articles of Incorporation of Florida shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 5.     Changes in Bylaws.     The bylaws of Florida shall continue to be its bylaws following the effective date of the merger.

Section 6.     Directors and Officers.     The directors and officers of Florida as of the effective date of the merger shall be as follows:

Hardevbhai Patel	President/Director
Tarun Patel	Vice President/Director
Vasantbhai Patel	Secretary/Director
Niru Patel	Treasurer/Director


Section 7. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held at such time as to which the boards of directors of the constituent corporations may agree.

Section 8. Effective Date of Merger. The effective date of this merger for accounting purposes shall be the 1st day of January, 1998.

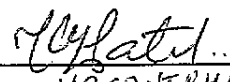
Section 9. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Dated on the dates set forth below.

RAMI & SONS, INC.,  
a Florida corporation

By:   
TARUN PATEL  
[Print/Type Name]  
Its: VICE PRESIDENT  
Date: 12/30/97

RAMI, INC.  
a Vermont corporation

By:   
VASANTBHAI G. PATEL  
[Print/Type Name]  
Its: VICE PRESIDENT  
Date: 12.31.97