

P98000000

CORPORATION SYSTEM

CORPORATION(S) NAME

FILED  
NOV -5 PM 2:09  
TALLAHASSEE, FLORIDA

Murnco, Inc. merging into: Murnco Sub, Inc.

EFFECTIVE DATE  
12/31/01

merger

- |                                              |                                                 |                                             |
|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |                                                 |                                             |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|                                              | <input type="checkbox"/> Reinstatement          |                                             |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|                                              | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <hr/>                                        |                                                 |                                             |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |                                                 |                                             |

Name  
Availability 11/5/01  
Document  
Examiner *ADP*  
Updater *ADP*  
Verifier  
W.P. Verifier

11/5/01

*MS*

Order#: 4894288

700004666047--1  
-11/05/01--01046--008  
Ref#: \*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

MURNCO, INC., a Florida corporation P98000001681  
,

INTO

**MURNCO SUB, INC.**, an Illinois entity not qualified in Florida.

File date: November 5, 2001, effective December 31, 2001

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
12/31/01

## **ARTICLES OF MERGER** (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Murnco Sub, Inc.

Illinois

**Second:** The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Murnco, Inc.

Florida

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 12 / 31 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 14, 2001

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 14, 2001

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

FILED  
NOV -5 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[illegible]

## FL068 - C T System Online

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Murnco Sub, Inc.

Illinois

**Second:** The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Murnco, Inc.

Florida

**Third:** The terms and conditions of the merger are as follows:

The name, articles of incorporation, by-laws, directors and officers of the surviving corporation shall be the name, articles of incorporation, by-laws, directors and officers of the merged corporation.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of the surviving corporation outstanding prior to the merger is cancelled. Each share of voting stock of the merging corporation outstanding prior to the merger shall be a share of voting stock of the surviving corporation. Each share of non-voting stock of the merging corporation outstanding prior to the merger shall be a share of non-voting stock of the surviving corporation.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

See Exhibit A

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

Not applicable

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

EXHIBIT TO ARTICLES OF MERGER

File Number 6182-033-7

State of Illinois  
Office of  
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF  
MURNCO SUB, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 14TH  
day of SEPTEMBER A.D. 2001 and of  
the Independence of the United States the two  
hundred and 26TH



*Jesse White*

Secretary of State

Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

(Rev. Jan. 1999)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State

**FILED**

SEP 14 2001

JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE!**

This space for use by Secretary of State

Date 9.14.01  
Franchise Tax \$ 25  
Filing Fee \$ 75  
Approved: [Signature]

1. CORPORATE NAME: Murnco Sub, Inc.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent:	<u>Ira</u>	<u>S.</u>	<u>Neiman</u>
	First Name	Middle Initial	Last name
Initial Registered Office:	<u>30 North LaSalle Street, Ste. 2600</u>		
	Number	Street	Suite #
	<u>Chicago</u>	<u>IL</u>	<u>Cook</u>
	City	County	Zip Code
			<u>60602</u>

3. Purpose or purposes for which the corporation is organized:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Voting Common	\$ NPV	10,000	100	\$ 10.00
Non-Voting Common	\$ NPV	10,000		

**TOTAL = \$ 10.00**

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are: See attachment

(If not sufficient space to cover this point, add one or more sheets of this size.)

(over)

5. OPTIONAL: (a) Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_  
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
- | Name | Residential Address | City, State, ZIP |
|------|---------------------|------------------|
|      |                     |                  |
|      |                     |                  |
|      |                     |                  |

6. OPTIONAL: (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_  
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_  
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_  
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

7. OPTIONAL: **OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated September 14, 2001  
(Month & Day) Year

1. Terri L. West  
Signature and Name  
Signature  
Terri L. West, Incorporator  
(Type or Print Name)  
2. \_\_\_\_\_  
Signature  
(Type or Print Name)  
3. \_\_\_\_\_  
Signature  
(Type or Print Name)

Address  
1. 30 North LaSalle Street  
Street  
Chicago IL 60602  
City/Town State ZIP Code  
2. \_\_\_\_\_  
Street  
City/Town State ZIP Code  
3. \_\_\_\_\_  
Street  
City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

**FEE SCHEDULE**

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
  - The filing fee is \$75.
  - The minimum total due (franchise tax + filing fee) is \$100.  
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
  - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756  
Department of Business Services Telephone (217) 782-9522 or 782-9523

C-162.20

**ATTACHMENT TO ARTICLES OF INCORPORATION  
FOR MURNCO SUB, INC.**

Article Four Paragraph Two of the Articles of Incorporation of the Corporation is as follows:

**Paragraph 2:**

The Shares of Voting Common Stock and Non-Voting Common Stock shall have the same and identical preferences, qualifications, limitations, restrictions and relative rights except as provided below. So long as any shares of Voting Common Stock shall be issued and outstanding, the holders of the outstanding shares of Non-Voting Common Stock shall not have any right to vote, either with the holders of Voting Stock or as a separate class, on any matter which may be placed before the shareholders of the Corporation (including, without limitation of the foregoing, any election or removal of directors of the Corporation, any sale of assets, merger, consolidation or liquidation).