

P98000004138

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W. CURRY HARRIS
(1907-1988)
HILARY U. ALBURY
(RETIRED)

December 29, 1998

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/30/98--01043--006
*****70.00 *****70.00

Re: Filing Articles of Merger

Dear Sir/Madam:

Enclosed please find the Articles of Merger for Barton T. Hofford Consulting of Florida, Inc., a Florida corporation to be filed in the records of the Division of Corporations. Also enclosed, please find a check in the sum of \$70.00 for the applicable filing fee.

Finally, I enclose a pre-addressed stamped envelope for your convenience in returning the receipt for filing and a stamped copy of the articles to me. Please contact me at (305) 296-5676 if you should have any questions regarding this request.

Thank you for your attention to this request.

Sincerely,


Wayne LaRue Smith

WLS:lip
Enclosures

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EFFECTIVE DATE
12-31-98

FILED
98 DEC 30 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

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JAN 1 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

BARTON T. HOFFORD CONSULTING, INC., a Pennsylvania corporation not authorized to transact business in Florida.

INTO

BARTON T. HOFFORD CONSULTING OF FLORIDA, INC., a Florida corporation, P98000004138.

File date: December 30, 1998 , effective December 31, 1998

Corporate Specialist: Thelma Lewis

**Articles of Merger
of
Barton T. Hofford Consulting, Inc., a Pennsylvania Corporation
Into
Barton T. Hofford Consulting of Florida, Inc., a Florida Corporation**

FILED
98 DEC 30 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12-31-98

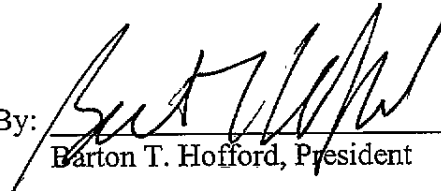
ARTICLES OF MERGER between Barton T. Hofford Consulting, Inc., a Pennsylvania corporation and Barton T. Hofford Consulting of Florida, Inc., a Florida corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") and Title 15, §1921 of the Pennsylvania Statutes, Barton T. Hofford Consulting, Inc., a Pennsylvania corporation, and Barton T. Hofford Consulting of Florida, Inc., a Florida corporation adopt the following Articles of Merger:

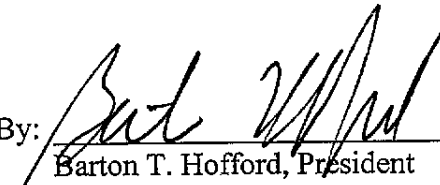
1. The Agreement and Plan of Merger dated December 29, 1998 ("Plan of Merger"), between Barton T. Hofford Consulting, Inc., a Pennsylvania corporation, and Barton T. Hofford Consulting of Florida, Inc., a Florida corporation, was approved and adopted by the shareholders of Barton T. Hofford Consulting, Inc., a Pennsylvania corporation, on December 29, 1998 and was adopted by the shareholders of Barton T. Hofford Consulting of Florida, Inc., a Florida corporation on December 29, 1998.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Barton T. Hofford Consulting, Inc., a Pennsylvania corporation's stock will be acquired by means of a merger of Barton T. Hofford Consulting, Inc., a Pennsylvania corporation, into Barton T. Hofford Consulting of Florida, Inc., a Florida corporation, with Barton T. Hofford Consulting of Florida, Inc., a Florida corporation the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) of the Act, the time and date of the effectiveness of the Merger shall be at 11:59 p.m. on December 31, 1998.

IN WITNESS WHEREOF, the parties have set their hands this 29 day of December, 1998.

Barton T. Hofford Consulting, Inc.
a Pennsylvania corporation

By: 
Barton T. Hofford, President

Barton T. Hofford Consulting of Florida,
Inc., a Florida corporation

By: 
Barton T. Hofford, President

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PLAN OF MERGER

Merger between Barton T. Hofford Consulting of Florida, Inc., a Florida corporation (the "Surviving Corp.") and Barton T. Hofford Consulting, Inc., a Pennsylvania corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 *et seq.* of the Florida Business Corporation Act (the "Act") and §1101 *et seq.* of the Pennsylvania Business Corporation Law of 1988.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchange for shares of the Surviving Corp.'s common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an

exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State and the Department of State of the Commonwealth of Pennsylvania. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be December 31, 1998.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

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