

P98000039083

MAY-01-98 12:29 FROM: PORTER WRIGHT NAPLES ID: 8134362990  
4/30/98 FLORIDA DIVISION OF CORPORATIONS

PAGE 3/9  
1:51 PM

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: PORTER, WRIGHT, MORRIS & ARTHUR  
CONTACT: LISA GAST JOHNNA HAMPSON  
PHONE: (941) 263-8898

ACCT#: 102233003533

FAX #: (941) 436-2990

NAME: MID-CONTINENT ELECTRIC ACQUISITIONS CORP.

AUDIT NUMBER.....H98000008225

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

Merger  
w/ NAME  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MID-CONTINENT ELECTRIC, INC., a Minnesota corporation, 828329

INTO

MID-CONTINENT ELECTRIC ACQUISITIONS CORP. which changed its name  
to

MID-CONTINENT ELECTRIC, INC., a Florida corporation, P98000039083

File date: May 1, 1998

Corporate Specialist: Darlene Connell

APR-30-98 13:23 From:

T-920 P.02/08 Job-392

PUBLIC ACCESS SYSTEM  
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((H98000008225 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: PORTER, WRIGHT, MORRIS & ARTHUR

ACCT#: 102233003533

CONTACT: LISA GAST JOHNNA HAMPSON

PHONE: (941)263-8898

FAX #: (941)436-2990

NAME: MID-CONTINENT ELECTRIC ACQUISITIONS CORP.

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ENTER SELECTION AND <CR>:

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PORTER, WRIGHT,  
MORRIS & ARTHUR  
Attorneys & Counselors  
at Law

4501 Tamiami Trail North, Suite 400  
Naples, Florida 34103-3013  
Main Telephone #: (941) 263-8898  
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**FACSIMILE COVER SHEET**

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DATE: May 1, 1998USER #: 7462**PLEASE DELIVER TO**

NAME: Florida Dept. of State - Division of Corporations

FIRM:

FACSIMILE #: 850-922-4001

NO. PAGES: 9

CLIENT/MATTER #: 3990588-117379

**MESSAGE:**To follow are the corrected:

1. Electronic Filing Cover Sheet
2. Articles of Merger and Plan of Merger

for the merger of Mid-Continent Electric, Inc. with and into Mid-Continent Electric Acquisitions Corp.  
Please file same and fax the certified copy.

Thank you.

FROM: S. Dresden Brunner, Esq.PHONE #: (941) 436-2965  
FAX #: (941) 436-2990

THE ORIGINAL OF THIS DOCUMENT WILL BE SENT BY:

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 1, 1998

MID-CONTINENT ELECTRIC ACQUISITIONS CORP.  
4586 PROGRESS AVENUE  
NAPLES, FL 34104

SUBJECT: MID-CONTINENT ELECTRIC ACQUISITIONS CORP.  
REF: P98000039083

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000008225  
Letter Number: 298A00023961

FAX AUDIT # H98000008225

**ARTICLES OF MERGER**

of

**MID-CONTINENT ELECTRIC, INC.**, a Minnesota corporation

with and into

**MID-CONTINENT ELECTRIC ACQUISITIONS CORP.**, a Florida corporation  
(executed in duplicate)

FILED  
98 MAY -1 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The Plan of Merger is attached hereto and incorporated herein by reference.

**ARTICLE II**

The effective date of the Merger is May 1, 1998, at 7:30 a.m.

**ARTICLE III**

MID-CONTINENT ELECTRIC, INC., a Minnesota corporation, approved the Plan of Merger on April 28, 1998 by an action by unanimous written consent in lieu of a meeting of its shareholders and directors.

**ARTICLE IV**

MID-CONTINENT ELECTRIC ACQUISITIONS CORP., a Florida corporation, approved the Plan of Merger on April 29, 1998 by an action by unanimous written consent in lieu of a meeting of its sole shareholder and directors. On April 29, 1998, the holder of all outstanding shares of MID-CONTINENT ELECTRIC ACQUISITIONS CORP. waived the mailing requirement for the Plan of Merger.

**ARTICLE V**

MID-CONTINENT ELECTRIC ACQUISITIONS CORP., a Florida corporation, has 20 outstanding shares of common stock and MID-CONTINENT ELECTRIC, INC., a Minnesota corporation, owns all of those shares directly.

Prepared By: S. Dresden Brunner, Esq.

Fla. Bar No. 0121886  
4501 Tamiami Trail N., Ste 400  
Naples, FL 34103  
(941) 263-8898

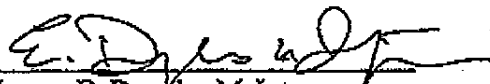
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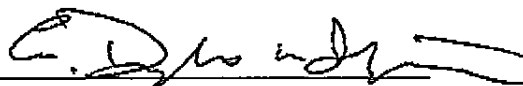
ARTICLE VI

The articles of incorporation of MID-CONTINENT ELECTRIC ACQUISITIONS CORP., a Florida corporation, are amended such that the name of the corporation shall be Mid-Continent Electric, Inc.

MID-CONTINENT ELECTRIC, INC.,  
Minnesota corporation

  
Name: E. Douglas McIntyre  
Its: President

MID-CONTINENT ELECTRIC ACQUISITIONS CORP.,  
Florida corporation

  
Name: E. Douglas McIntyre  
Its: President

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**FAX AUDIT # H98000008225**

### **PLAN OF MERGER**

This Plan of Merger, is made as of April 29, 1998, between MID-CONTINENT ELECTRIC, INC., a Minnesota corporation (the "Minnesota Corporation"), and MID-CONTINENT ELECTRIC ACQUISITIONS CORP., a Florida corporation which is a wholly owned subsidiary of the Minnesota corporation (the "Florida Corporation"). The Minnesota Corporation and the Florida Corporation are collectively referred to as the "Constituent Corporations".

#### **Recitals**

A. The Florida Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4586 Progress Avenue, Naples, Florida 34104.

B. The Florida Corporation is authorized to issue 25,000 shares of common stock, \$.01 par value, of which 20 shares are issued and outstanding and owned by the Minnesota Corporation.

C. The Minnesota Corporation is a corporation organized and existing under the laws of the State of Minnesota and is qualified to do business as a foreign corporation in the State of Florida.

D. The Minnesota Corporation is authorized to issue 25,000 shares of common stock, without par value, of which 20 shares are issued and outstanding. There are no options or other rights to acquire shares of the Minnesota Corporation authorized, issued, or outstanding.

E. The boards of directors and shareholders of the Constituent Corporations deem it desirable and in the best business interests of their respective Constituent Corporations that the Minnesota Corporation be merged into the Florida Corporation pursuant to Sections 302A.601 *et. seq.* of the Minnesota Domestic Corporation Merger Act and Sections 607.1101 *et. seq.* of the Florida Business Corporation Act.

F. The parties intend that this transaction qualify as a "reorganization" within the meaning of Sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

#### **Agreement**

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Corporations agree as follows:

**FAX AUDIT # H98000008225**



**FAX AUDIT # H98000008225**

1. **Merger.** At the Effective Time (defined below), the Minnesota Corporation shall merge with and into the Florida Corporation (the "Merger") which shall be the surviving corporation (the "Surviving Corporation") and which shall continue its corporate existence under the laws of the State of Florida following the Merger.

2. **Terms and Conditions.** At the Effective Time, the separate existence of the Minnesota Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Minnesota Corporation without the necessity of separate transfer. The Surviving Corporation shall be thereafter responsible and liable for all liabilities and obligations of the Minnesota Corporation, and neither the rights of creditors nor any liens on the property of the Minnesota Corporation shall be impaired by the Merger.

3. **Conversion of Shares.**

(a) Each of the 20 shares of the common stock of the Florida Corporation issued and outstanding immediately prior to the Merger shall be retired, and no shares of common stock or other securities of the Surviving Corporation shall be issued in respect thereof.

(b) Each share of common stock, without par value, of the Minnesota Corporation issued and outstanding immediately prior to the Merger shall be converted into one share of the common stock, \$.01 par value, of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall then be issued and outstanding.

(c) After the Effective Time, each holder of certificates formerly representing shares of common stock of the Minnesota Corporation shall surrender such certificates to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange such certificates for shares of common stock of the Surviving Corporation, representing the number of shares of stock of the Surviving Corporation to which the holder is entitled as provided above.

4. **Articles of Incorporation of the Surviving Corporation.** The Articles of Incorporation of the Florida Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, except that the Articles of Incorporation of the Surviving Corporation shall be amended hereby to change the name of the corporation to "Mid-Continent Electric, Inc."

5. **By-Laws of the Surviving Corporation.** The By-Laws of the Florida Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the By-Laws of the Surviving Corporation.

**FAX AUDIT # H98000008225**

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6. **Directors and Officers of the Surviving Corporation.** The directors and officers of the Florida Corporation at the Effective Time of the Merger shall continue to be the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Effective Date of Merger.** The effective date and time of the Merger shall be May 1, 1998 at 7:30 a.m. (the "Effective Time").

8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval by consent of the shareholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida and the State of Minnesota.

9. **Dissenting Shareholders.** Shareholders of the Constituent Corporations who are entitled to vote and who dissent from the Merger will be entitled to such rights as are afforded to dissenting Shareholders under applicable state law.

10. **Abandonment of Merger.** This Plan of Merger may be abandoned by action of the Board of Directors of either the Minnesota Corporation or the Florida Corporation at any time prior to the Effective Time on the happening of either of the following events:

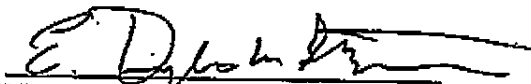
(a) The Merger is not approved by the shareholders of either the Minnesota Corporation or the Florida Corporation on or before April 30, 1998.

(b) In the judgment of the Board of Directors of either the Minnesota Corporation or the Florida Corporation, the Merger would be impracticable because of the number of dissenting shareholders asserting rights under the laws of the State of Florida or the laws of the State of Minnesota.

11. **Governing Law:** This Agreement shall be construed and enforced in accordance with the laws of the State of Florida without regard to its conflict of law principles.

IN WITNESS WHEREOF, the parties to this Agreement have signed below on the date and year first above written.

**MID-CONTINENT ELECTRIC, INC.,**  
a Minnesota corporation

  
Name: E. Douglas McIntyre  
Its: President and Director

FAX AUDIT # H98000008225

MAY-01-98 12:31 FROM: PORTER WRIGHT NAPLES

ID: 8134362880

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FAX AUDIT # H98000008225

**MID-CONTINENT ELECTRIC ACQUISITIONS CORP.,**  
**a Florida corporation**



Name: E. Douglas McIntyre

Its: President and Director

FAX AUDIT # H98000008225