

P98000058071

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A PROFESSIONAL CORPORATION

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COURIER ADDRESS:  
THE BANKS BROS. BUILDING  
4461 COX ROAD, SUITE 100  
GLEN ALLEN, VIRGINIA 23060

December 21, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500002721965--3  
-12/24/98--01058--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Fred T. Campbell, Inc.

500002721965--3  
-12/24/98--01058--012  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

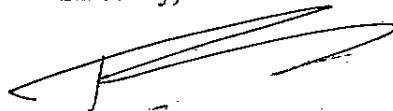
Dear Sir/Madam:

Enclosed are the Articles Merger and related documents by which Fred T. Campbell, Inc., a Virginia corporation, shall merge into Fred T. Campbell, Inc., a Florida corporation. I have also enclosed a check in the amount of \$70.00 to cover the fee relating to this merger.

Once filed, please forward certified copies of the merger documents stated above. I have enclosed a check for \$8.75 to cover the charges for these copies.

If you have any questions, please do not hesitate to call me.

Sincerely,



Timothy S. Feehan

FILED  
98 DEC 24 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TSF/pac

merger

TLL JAN 8 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FRED T. CAMPBELL, INC., a Virginia corporation not authorized to transact  
business in Florida.

INTO

**FRED T. CAMPBELL, INC.**, a Florida corporation, P98000058071

File date: December 24, 1998

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER**  
**MERGING**  
**FRED T. CAMPBELL, INC.**  
**a Virginia corporation**  
**INTO**  
**FRED T. CAMPBELL, INC.**  
**a Florida corporation**

FILED  
98 DEC 24 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, F.S., and §13.1-720 of the Code of Virginia, as amended.

1. The Surviving Corporation. The surviving corporation shall be FRED T. CAMPBELL, INC., a Florida corporation.

2. The Merging Corporation. The merging corporation shall be FRED T. CAMPBELL, INC., a Virginia corporation.

3. The Plan of Merger. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.

4. Effective Time. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

5. Board and Shareholder Action.

A. FRED T. CAMPBELL, INC., a Florida corporation. The Board of Directors and Shareholder of FRED T. CAMPBELL, INC., a Florida corporation, by written

consent and unanimous vote, approved the Plan of Merger as of December 17, 1998, as reflected in Exhibit B hereto.

B. FRED T. CAMPBELL, INC., a Virginia corporation. The Board of Directors and Shareholder of FRED T. CAMPBELL, INC., a Virginia corporation, by written consent and unanimous vote, approved the Plan of Merger as of December 17, 1998, as reflected in Exhibit C hereto.

6. Compliance. The merger contemplated by the Plan of Merger is permitted by the laws of Florida and Virginia, and each party, in effecting such merger has complied with the law of the state in which it is incorporated, organized and formed.

Dated: December 17, 1998.

FRED T. CAMPBELL, INC.,  
a Virginia corporation

BY:   
President

FRED T. CAMPBELL, INC.,  
a Florida corporation

BY:   
President

**EXHIBIT A**

**PLAN OF MERGER**

**MERGING**

**FRED T. CAMPBELL, INC.**  
**a Virginia corporation**

**INTO**

**FRED T. CAMPBELL, INC.**  
**a Florida corporation**

The following Plan of Merger is submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1101, F.S., and §13.1-720 of the Code of Virginia, as amended.

1. The Surviving Corporation. The surviving corporation shall be FRED T. CAMPBELL, INC., a Florida corporation.

2. The Merging Corporation. The merging corporation shall be FRED T. CAMPBELL, INC., a Virginia corporation.

3. The Terms and Conditions. FRED T. CAMPBELL, INC., a Virginia Corporation, shall merge into FRED T. CAMPBELL, INC., a Florida corporation. The Florida corporation shall acquire title to all property and assets of the Virginia corporation, and shall become responsible for all liabilities of the Virginia corporation. Fred T. Campbell shall be the president and secretary of the surviving Florida corporation. Each corporation shall provide such notice, obtain such approval, and prepare, execute and file such documents as necessary to effectuate the merger. The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

4. Stock. The shares of the merging Virginia corporation shall be converted into shares of the surviving Florida corporation on a one-to-one basis.

Dated: December 17, 1998.

FRED T. CAMPBELL, INC.,  
a Virginia corporation

BY:   
President

FRED T. CAMPBELL, INC.,  
a Florida corporation

BY:   
President

**EXHIBIT B**

**CONSENT OF DIRECTORS AND SHAREHOLDERS  
OF  
FRED T. CAMPBELL, INC., a Florida corporation**

Pursuant to §607.0821 and §607.0704 of the Florida Business Corporation Act, the undersigned, being all of the directors and shareholders of FRED T. CAMPBELL, INC., a Florida corporation, (the "Corporation") do hereby consent to the merger of the Corporation with FRED T. CAMPBELL, INC., a Virginia corporation and do hereby authorize and direct the officers of the Corporation to execute such documents and to do such additional acts on behalf of the Corporation as may be necessary in furtherance of the said action.

DATE: December 17, 1998


  
Fred T. Campbell, Director/Shareholder

**EXHIBIT C**

**CONSENT OF DIRECTORS AND SHAREHOLDERS  
OF  
FRED T. CAMPBELL, INC., a Virginia corporation**

Pursuant to §13.1-685 and §13.1-657 of the Code of Virginia, the undersigned, being all of the directors and shareholders of FRED T. CAMPBELL, INC., a Virginia corporation, (the "Corporation") do hereby consent to the merger of the Corporation into FRED T. CAMPBELL, INC., a Florida corporation and do hereby authorize and direct the officers of the Corporation to execute such documents and to do such additional acts on behalf of the Corporation as may be necessary in furtherance of the said action.

DATE: December 17, 1998

  
Fred T. Campbell, Director/Shareholder