

P98000071002



ACCOUNT NO. : 072100000032

REFERENCE : 559022 4383441

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 70.00

FILED  
01 DEC 31 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2001

ORDER TIME : 10:06 AM

800004744708--3

ORDER NO. : 559022-005

CUSTOMER NO: 4383441

CUSTOMER: Michelle Lewis, Paralegal  
Schnader Harrison Segal &  
Suite 2800, Suntrust Plaza  
303 Peachtree Street, N.e.  
Atlanta, GA 30308-3252

ARTICLES OF MERGER

WESTPLAN ASSET MANAGEMENT USA,  
INC.

INTO

WESTPLAN ASSET MANAGEMENT USA,  
INC.

RECEIVED  
01 DEC 31 AM 11:28  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

C. Coulllette JAN 03 2002

CONTACT PERSON: Jeanine Reynolds EXT 1133  
EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

WESTPLAN ASSET MANAGEMENT USA, INC., a Florida corporation,  
P98000071002

INTO

**WESTPLAN ASSET MANAGEMENT USA, INC.**, a Georgia entity not qualified  
in Florida.

File date: December 31, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 31, 2001

CSC  
ATTN: JEANINE  
TALLAHASSEE, FL

SUBJECT: WESTPLAN ASSET MANAGEMENT U.S.A., INC.  
Ref. Number: P98000071002

We have received your document for WESTPLAN ASSET MANAGEMENT U.S.A., INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The manner of adoption and the date of adoption for the surviving corporation must appear in your articles of merger.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 701A00067736

**RESUBMIT**  
Please give original  
submission date as file date.

**RESUBMIT**  
Please give original  
submission date as file date.

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

02 JAN -2 PM 3:23

RECEIVED

**ARTICLES OF MERGER  
OF  
WESTPLAN ASSET MANAGEMENT USA, INC., A FLORIDA CORPORATION  
AND  
WESTPLAN ASSET MANAGEMENT USA, INC., A GEORGIA CORPORATION**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging WESTPLAN ASSET MANAGEMENT USA, INC., ("Westplan Florida") a Florida corporation with and into WESTPLAN ASSET MANAGEMENT USA, INC., (Westplan Georgia) a Georgia corporation.

2. The shareholders of Westplan Florida entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them as of December 31, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Westplan Florida with and into Westplan Georgia is permitted by the laws of the jurisdiction of organization of Westplan Georgia and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger is as of December 31, 2001. The shareholders of Westplan Georgia entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent.

4. The effective time and date of the merger herein provided for in the State of Florida shall be as of the end of business December 31, 2001.

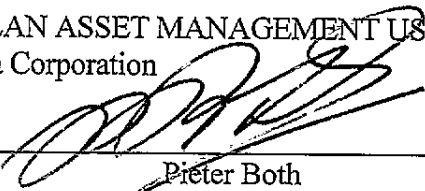
FILED  
01 DEC 31 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Executed on this 12/24 day of 2001.

WESTPLAN ASSET MANAGEMENT USA, INC.,  
a Florida Corporation

By:   
Name: Pieter Both  
Its: President

WESTPLAN ASSET MANAGEMENT USA, INC.,  
a Georgia Corporation

By:   
Name: Pieter Both  
Its: Vice President

**PLAN OF MERGER  
OF  
WESTPLAN ASSET MANAGEMENT USA, INC., A FLORIDA CORPORATION  
AND  
WESTPLAN ASSET MANAGEMENT USA, INC., A GEORGIA CORPORATION**

PLAN OF MERGER adopted as of December 31, 2001, by resolution of the Board of Directors of WESTPLAN ASSET MANAGEMENT USA, INC., ("Westplan Florida") a business corporation organized under the laws of the State of Florida, and adopted on by resolution of the Board of Directors of WESTPLAN ASSET MANAGEMENT USA, INC., ("Westplan Georgia") a business corporation organized under the laws of the State of Georgia. The names of the corporations planning to merge are WESTPLAN ASSET MANAGEMENT USA, INC., ("Westplan Florida"), a business corporation organized under the laws of the State of Florida, and WESTPLAN ASSET MANAGEMENT USA, INC., ("Westplan Georgia"), a business corporation organized under the laws of the State of Georgia. The name of the surviving corporation into which Westplan Florida plans to merge is WESTPLAN ASSET MANAGEMENT USA, INC., a Georgia Corporation.

1. Westplan Florida and Westplan Georgia, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Westplan Georgia be merged with and into a single corporation, to wit, Westplan Georgia, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Westplan Florida, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their

directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.