

P98000075755

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02 DEC 27 PM 5:00
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TALLAHASSEE, FLORIDA

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02 DEC 27 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/27/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

GORHAM POND ENTERPRISES, INC., a Florida corporation P98000075755

INTO

GORHAM POND ENTERPRISES, INC., a Pennsylvania entity not qualified in
Florida.

File date: December 27, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



ACCOUNT NO. : 072100000032

REFERENCE : 869274 4341762

AUTHORIZATION *Patricia Piguit*

COST LIMIT : \$70.00

ORDER DATE : December 27, 2002

ORDER TIME : 8:29 AM

ORDER NO. : 869274-005

CUSTOMER NO: 4341762

CUSTOMER: Pat Junker, Legal Assistant
Klett Rooney Lieber &
40th Floor
One Oxford Centre
Pittsburgh, PA 15219

ARTICLES OF MERGER

GORHAM POND ENTERPRISES, INC.

INTO

GORHAM POND ENTERPRISES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Parramore

EXAMINER'S INITIALS: _____

FILED
02 DEC 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Of

GORHAM POND ENTERPRISES, INC.
(a Florida corporation)

Into

GORHAM POND ENTERPRISES, INC.
(a Pennsylvania 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.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Gorham Pond Enterprises, Inc., a Florida corporation (the "Merging Corporation") with and into its wholly-owned subsidiary, Gorham Pond Enterprises, Inc., a Pennsylvania corporation (the "Surviving Corporation").

SECOND: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and, on December 13, 2002, was adopted and approved by the board of directors and shareholders of the domestic corporation that is a party to the merger in accordance with Chapter 608, Florida Statutes.

THIRD: On December 13, 2002, the attached Plan of Merger was adopted and approved by the board of directors and shareholders of the Pennsylvania corporation that is a party to the merger in accordance with the respective laws of the Commonwealth of Pennsylvania.

FOURTH: The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of

any dissenting shareholders of the domestic corporation that is a party to the merger.

FIFTH: The Surviving Corporation agrees to pay the dissenting shareholders of the domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all jurisdictions and is not prohibited by the articles of incorporation of any corporation that is a party to the merger.

SEVENTH: The merger shall become effective at 5:00 p.m. on December 27, 2002.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be signed by their respective officers as of the 13th day of December, 2002.

GORHAM POND ENTERPRISES, INC.
(a Florida corporation)

By: 
Jacquelynne Fiske Lazo, President

GORHAM POND ENTERPRISES, INC.
(a Pennsylvania corporation)

By: 
Jacquelynne Fiske Lazo, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, is made and entered into on December 13, 2002, by and between Gorham Pond Enterprises, Inc., a Florida corporation ("**Gorham Florida**"), and Gorham Pond Enterprises, Inc., a Pennsylvania corporation ("**Gorham Pennsylvania**"), with reference to the following background:

A. The parties to this agreement desire to merge into a single corporation pursuant to Section 607.1106 of the Florida Business Corporation Act and 15 Pa.C.S. Subch. 19C. Gorham Florida and Gorham Pennsylvania are sometimes referred to in this Agreement as the "**Constituent Corporations.**"

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, and intending to be legally bound, hereby, agree as follows:

1. **The Merger.** Gorham Florida (the "**merged corporation**") shall be merged (the "**Merger**") with and into Gorham Pennsylvania (the "**surviving corporation**") which shall be the surviving corporation.

2. **Effective Time.** The Merger shall become effective (the "**Effective Time**") at 5:00 p.m. on December 27, 2002.

3. **Terms and Conditions.** The terms and conditions of the Merger are as follows:

(a) The articles of incorporation of the surviving corporation as in effect immediately prior to the Effective Time shall continue in full force and effect as the articles of incorporation of the surviving corporation.

(b) The bylaws of the surviving corporation as in effect immediately prior to the Effective Time shall continue in full force and effect as the bylaws of the surviving corporation.

(c) The Board of Directors of the surviving corporation shall continue to be its Board of Directors, and shall continue to serve until the next annual meeting of shareholders and until their successors shall have been elected and qualified or until their earlier death, resignation or removal.

(d) The officers of the surviving corporation shall continue to be the officers of the surviving corporation and shall continue in office until their successors shall have been elected or appointed or until their earlier death, resignation or removal.

(e) The shares of Gorham Pennsylvania issued and outstanding immediately prior to the Effective Time shall be canceled by the merger and no new shares or other securities shall be issued with respect thereto. At the Effective Time, each issued and outstanding share of Gorham Florida shall be converted into a share of Gorham Pennsylvania of the same class.

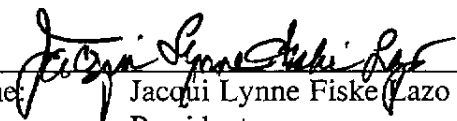
4. **Termination and Amendment.** This Agreement and Plan of Merger may be terminated and abandoned by the board of directors of either constituent corporation at any time prior to the Effective Time. The boards of directors of the constituent corporations may amend this Agreement and Plan of Merger at any time prior to the Effective Time in any fashion permitted by applicable law.

5. **Statutory Filings.** Subject to the terms and conditions herein provided, Articles of Merger, complying with the applicable provisions of the Pennsylvania Business Corporation Law and the Florida Business Corporation Act, shall be duly executed by the appropriate officers of Gorham Pennsylvania and Gorham Florida, and shall be filed with the Department of State of the Commonwealth of Pennsylvania and the Secretary of State of the State of Florida, respectively.

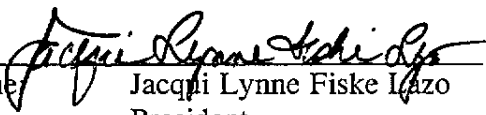
6. **Further Assurances.** Gorham Florida shall at any time, or from time to time, as and when requested by Gorham Pennsylvania, or by its successors and assigns, execute and deliver, or cause to be executed and delivered, in the name of Gorham Florida by its last acting officers, or by the corresponding officers of Gorham Pennsylvania, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further action as Gorham Pennsylvania, its successors and assigns, may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or confirm to Gorham Pennsylvania, its successors and assigns, title to and possession of all of the property, rights, privileges, powers, immunities, franchises and interests of Gorham Florida and otherwise to carry out the intent and purposes of the Merger.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused it to be duly executed on their behalf as of the date first set forth above.

Gorham Pond Enterprises, Inc.
(a Florida corporation)

By: 
Name: Jacquie Lynne Fiske Lazo
Title: President

Gorham Pond Enterprises, Inc.
(a Pennsylvania corporation)

By: 
Name: Jacquie Lynne Fiske Lazo
Title: President