

P98000093659



ACCOUNT NO. : 072100000032

REFERENCE : 084023 169624A

AUTHORIZATION : Patricia Pigott

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1998

ORDER TIME : 10:05 AM

ORDER NO. : 084023-010

CUSTOMER NO: 169624A

CUSTOMER: Mr. William O'Neill
Buckingham Doolittle &
5551 Ridgewood Drive

Naples, FL 33963

FILED
98 DEC 31 AM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800002727898--7

ARTICLES OF MERGER

HARNEY/DAVIS SALES, INC.

INTO

HARNEY/DAVIS SALES, INC.

EFFECTIVE DATE
1-1-99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: TLL

merger
58 DEC 31 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 31 1998

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HARNEY/DAVIS SALES, INC., an Ohio corporation not authorized to transact
business in Florida

INTO

HARNEY/DAVIS SALES, INC., a Florida corporation, P98000093659.

File date: December 31, 1998 , effective January 1, 1999

Corporate Specialist: Thelma Lewis

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
HARNEY/DAVIS SALES, INC., AN OHIO CORPORATION
WITH AND INTO
HARNEY/DAVIS SALES, INC., A FLORIDA CORPORATION **EFFECTIVE DATE**
1-1-99

FILED
98 DEC 31 AM 2:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 607.1105 of the Florida Statutes and Section 1701.78 of the Ohio Revised Code, the undersigned corporations, HARNEY/DAVIS SALES, INC., a Florida corporation (hereinafter referred to as "Surviving Corporation"), and HARNEY/DAVIS SALES, INC., an Ohio corporation (hereinafter referred to as "Merging Corporation"), have adopted the following Articles of Merger for the purpose of merging Merging Corporation with and into Surviving Corporation (the "Merger"):

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

Effective Date

2. The Articles of Merger shall be filed with the Secretary of State of Ohio and Florida. The Merger shall be effective on January 1, 1999.

Adoption of Plan

3. The Board of Directors and shareholders of Surviving Corporation adopted the Plan by unanimous consent on December 28, 1998.

4. The Board of Directors and shareholders of Merging Corporation adopted the Plan by unanimous consent on December 28, 1998.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these articles of Merger to be executed as of December 30, 1998.

HARNEY/DAVIS SALES, INC., a Florida corporation

By: Robert W. Davis
Robert W. Davis,
President

HARNEY/DAVIS SALES INC., an Ohio corporation

By: Robert W. Davis
Robert W. Davis,
President

EXHIBIT A

PLAN OF MERGER

OF

HARNEY/DAVIS SALES, INC., AN OHIO CORPORATION

WITH AND INTO

HARNEY/DAVIS SALES, INC., A FLORIDA CORPORATION

1. The name of the merging corporations are HARNEY/DAVIS SALES, INC., an Ohio corporation ("Merging Corporation") and HARNEY/DAVIS SALES, INC., a Florida corporation ("Surviving Corporation").

2. HARNEY/DAVIS SALES, INC., a Florida corporation shall be the surviving corporation (the "Surviving Corporation") and its principal office shall be located at 11219 Sanctuary Drive, Bradenton, FL 34209.

3. Surviving Corporation and Merging Corporation have each complied with the laws of the States under which they exist, both of which permit merger of the Corporations.

4. HARNEY/DAVIS SALES, INC., an Ohio corporation shall be merged with and into Surviving Corporation effective on January 1, 1999 (the "Merger"). Upon the effectiveness of the Merger, the Surviving Corporation shall succeed to and become absolute owner of all the property and assets of any nature of Merging Corporation and Surviving Corporation and to all of Merging Corporation's and Surviving Corporation's rights, privileges, powers and franchises, public and private, and shall assume and be liable for all of the debts, liabilities, restrictions,

disabilities and duties of Merging Corporation and Surviving Corporation, all to the full extent provided by the Florida Business Corporation Act.

5. Upon the effectiveness of the Merger:

a. Each share of common stock of Merging Corporation issued and outstanding immediately prior to the effectiveness of the Merger shall be canceled, the stock of Surviving Corporation being held in the same proportions as the stock of Merging Corporation.

b. Each share of common stock of Surviving Corporation issued and outstanding immediately prior to the effectiveness of the Merger (other than shares held by dissenting shareholders and shares held in Surviving Corporation's treasury, each of which shall be canceled) shall continue to be issued and outstanding, the stock of Surviving Corporation being held in the same proportions as the stock of Merging Corporation.

c. Each option heretofore granted by Merging Corporation which is outstanding immediately prior to the effectiveness of the Merger shall, without further action, be converted into an option to purchase the number of whole shares of common stock of the Surviving Corporation which the optionee would have been entitled to receive had he exercised his option in full immediately prior to the effectiveness of the Merger, i.e., one share of the Surviving Corporation's common stock for each share of Merging Corporation's common stock subject to such option; provided, however, that vesting requirements and other limitations set forth in such option agreements shall continue to apply.

6. The Surviving Corporation consents to be sued and served with process in the State of Ohio and irrevocably appoints the Secretary of State of Ohio as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the Surviving

Corporation any obligation of the Merging Corporation or to enforce the rights of a dissenting shareholder of the Merging Corporation.

7. The Surviving Corporation desires to transact business in the State of Ohio as a foreign corporation and appoints Thomas H. Harney whose address is 309 Woodcroft Trail, Beaver Creek, Ohio 45430, as statutory agent for the purpose of receiving service of process, notice or demand as required under the laws of the State of Ohio.

8. The effective date of the Merger shall be January 1, 1999.