

P98000107567

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Reiker Enterprises, Inc.

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-12/30/98--01046--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

\_\_\_\_ Art of Inc. File  
\_\_\_\_ LTD Partnership File  
\_\_\_\_ Foreign Corp. File  
\_\_\_\_ L.C. File  
\_\_\_\_ Fictitious Name File  
\_\_\_\_ Trade/Service Mark  
\_\_\_\_ Merger File Cert **EFFECTIVE DATE 1/1/99**  
\_\_\_\_ Art. of Amend. File  
\_\_\_\_ RA Resignation  
\_\_\_\_ Dissolution / Withdrawal  
\_\_\_\_ Annual Report / Reinstatement  
\_\_\_\_ Cert. Copy  
\_\_\_\_ Photo Copy  
\_\_\_\_ Certificate of Good Standing  
\_\_\_\_ Certificate of Status  
\_\_\_\_ Certificate of Fictitious Name  
\_\_\_\_ Corp Record Search  
\_\_\_\_ Officer Search  
\_\_\_\_ Fictitious Search  
\_\_\_\_ Fictitious Owner Search  
\_\_\_\_ Vehicle Search  
\_\_\_\_ Driving Record  
\_\_\_\_ UCC 1 or 3 File  
\_\_\_\_ UCC 11 Search  
\_\_\_\_ UCC 11 Retrieval  
\_\_\_\_ Courier

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 30 PM 3:31

merger  
30  
12/30/98

Signature \_\_\_\_\_

Requested by: C.D.

Name

Date 12-30-98

Time 11:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

REIKER ENTERPRISES, INC., a nonqualified Alabama corp.

INTO

**REIKER ENTERPRISES OF NORTHWEST FLORIDA, INC.,** a Florida  
corporation, P98000107567

File date: December 30, 1998, effective January 1, 1999

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 DEC 30 PM 3:31

**REIKER ENTERPRISES, INC.,  
AN ALABAMA CORPORATION,  
INTO**

**EFFECTIVE DATE**  
1/1/99

**REIKER ENTERPRISES OF NORTHWEST FLORIDA, INC.,  
A FLORIDA CORPORATION**

Pursuant to Section 607.1105 of the Florida Statutes and Sections 10-2B-11.01 *et seq.* of the Alabama Code the undersigned corporations, Reiker Enterprises, Inc., an Alabama corporation, and Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Reiker Enterprises, Inc., an Alabama corporation, into Reiker Enterprises of Northwest Florida, Inc., a Florida corporation:

**PLAN OF MERGER**

1. The Plan of Merger setting forth the terms and conditions of the merger of Reiker Enterprises, Inc., an Alabama corporation, into Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, is attached to these Articles as an exhibit and incorporated herein by reference.

**ADOPTION OF PLAN**

2. (a) There are 800 shares of common stock, each of \$1.00 par value of Reiker Enterprises, Inc., an Alabama corporation, issued and outstanding that were entitled to vote on the Plan of Merger. Eight hundred shares were voted in favor of the Plan of Merger at a meeting of the Shareholders of Reiker Enterprises, Inc., an Alabama corporation, held on December 29, 1998.

(b) There are 800 shares of common stock, each of \$1.00 par value of Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, issued and outstanding that were entitled to vote on the Plan of Merger. Eight hundred shares were voted in favor of the Plan of Merger at a meeting of the Shareholders of Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, held on December 29, 1998.

(c) The secretary of Reiker Enterprises, Inc., an Alabama corporation, Jeffrey A. Roberts and the secretary of Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, Jeffrey A. Roberts, has been authorised by the Directors and Shareholders of each corporation to sign these Articles of Merger on behalf of each corporation.

#### **EFFECTIVE DATE**

3. The Plan of Merger shall be effective on the later of 1) the filing of these Articles with the Department of State or 2) January 1, 1999.

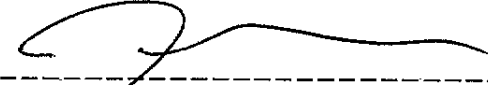
In witness whereof, each of the undersigned corporations has caused these Articles to be signed as of the 29th day of December, 1998.

Reiker Enterprises, Inc.

(Seal)

Alabama

**Reiker Enterprises, Inc.,  
an Alabama corporation**

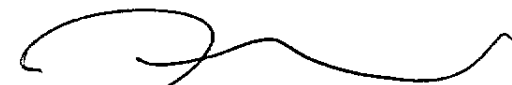
  
By its Secretary: Jeffrey A. Roberts

**Reiker Enterprises of Northwest Florida, Inc.,  
a Florida corporation**

(Seal)

Reiker Enterprises of  
Northwest Florida, Inc.

Florida

  
By its Secretary: Jeffrey A. Roberts

## *Agreement of Merger and Plan of Reorganization*

Agreement of Merger and Plan of Reorganization dated this 29th day of December, 1998, by and between Reiker Enterprises, Inc., an Alabama corporation, hereinafter called "Alabama Corporation," and Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, hereinafter called "Florida Corporation."

WHEREAS, the Boards of Directors of the Alabama Corporation and the Florida Corporation have resolved that the Alabama Corporation be merged pursuant to the laws of the State of Alabama and the laws of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, which shall be the surviving corporation (such corporation in its capacity as the surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the authorized capital stock of the Alabama Corporation consists of 2,000 shares of common stock with a par value of \$1.00 per share (hereinafter called "Alabama Stock"), of which 800 shares are issued and outstanding; and

WHEREAS, the authorized capital stock of the Florida Corporation consists of 1,000 shares of common stock with a par value of \$1.00 per share (hereinafter called "Florida Stock"), 1 share of which is issued and outstanding; and

WHEREAS, the respective Boards of Directors of the Alabama Corporation and the Florida Corporation have approved the merger upon the terms and conditions hereinafter set forth and have approved this agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto agree in accordance with the laws of the State of Alabama and the laws of the State of Florida that the Alabama Corporation shall be, at the Effective Date as hereinafter defined, merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, which shall be

the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

**1. Stockholders' Meetings; Filings; Effects of Merger**

1.1 Alabama Stockholders' Meeting. The Alabama Corporation shall call a meeting of its Stockholders to be held in accordance with the laws of the State of Alabama at the earliest practicable date, upon due notice thereof to its Stockholders, to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by the Alabama Corporation as Sole Stockholder of the Florida Corporation. On or before December 31, 1998, the Alabama Corporation, as the sole stockholder of the Florida Corporation, shall adopt this Agreement in accordance with the general corporation laws of the State of Florida.

1.3 Filing a Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the Stockholders of the Alabama Corporation in accordance with the laws of the State of Alabama, (b) this Agreement has been adopted by the Alabama Corporation as the sole stockholder of the Florida Corporation, in accordance with the laws of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the laws of the State of Florida, and Articles of Merger shall be filed in accordance with the laws of the State of Alabama. Such filings shall be made on the same day. The Merger shall become effective at 9:00 a.m. on the calendar date following the date of such filing in Florida or on January 1, 1999, whichever shall occur later, which date and time are hereinafter referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of the Alabama Corporation shall cease, and the Alabama Corporation shall be merged into the Florida Corporation which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all of the restrictions, disabilities, and duties of the Alabama Corporation; and all and singular, the rights, privileges, powers, and franchises of the Alabama Corporation, and all property, real, personal, and mixed, and all debts due to the Alabama Corporation on whatever account, as well for stock subscriptions and all other things in action or belonging to the Alabama Corporation, shall

be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Alabama Corporation, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Alabama or any other jurisdiction, in the Alabama Corporation, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Alabama Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the Alabama Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the Alabama Corporation or the corresponding officers of the Surviving Corporation, may, in the name of the Alabama Corporation, execute and deliver all such proper deeds, assignments, and other instruments and take, or cause to be taken, all such further or other action as the surviving corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all of the Alabama Corporation's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

## **2. Name of Surviving Corporation; Certificate of Incorporation; ByLaws**

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Reiker Enterprises of Northwest Florida, Inc., a Florida corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of the Florida Corporation as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of the Florida Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

### **3. Status and Conversion of Securities**

The manner and basis of converting the shares of the capital stock of the Alabama Corporation and the nature and amount of securities of the Florida Corporation which the holders of shares of the Alabama Corporation common stock are to receive in exchange for such shares are as follows:

3.1 Alabama Corporation Common Stock. For each one share of Alabama common stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of the Florida Corporation common stock, and outstanding certificates representing shares of the Alabama Corporation common stock shall thereafter represent shares of the Florida Corporation common stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Florida Corporation Common Stock Held by the Alabama Corporation. All issued and outstanding shares of the Florida Corporation common stock held by the Alabama Corporation immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

### **4. Miscellaneous**

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the Shareholders of the Alabama Corporation, if the Board of Directors of the Alabama Corporation or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

4.3 The secretary of Reiker Enterprises, Inc., an Alabama corporation, Jeffrey A. Roberts and the secretary of Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, Jeffrey A. Roberts, has been




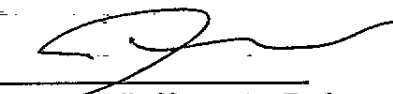
authorised by the Directors and Shareholders of each corporation to sign these Articles of Merger on behalf of each corporation.

IN WITNESS WHEREOF, this Agreement has been executed by Reiker Enterprises, Inc., an Alabama corporation, and Reiker Enterprises of Northwest Florida, Inc., a Florida corporation, on the date first above written.

Reiker Enterprises, Inc.,  
an Alabama corporation

Reiker Enterprises of Northwest,  
Florida, Inc., a Florida corporation

By:   
Its Secretary, Jeffrey A. Roberts

By:   
Its Secretary, Jeffrey A. Roberts

(SEAL)

Reiker Enterprises, Inc.

Alabama

(SEAL)

Reiker Enterprises of  
Northwest Florida, Inc.

Florida