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AKERMAN SENTERFITT

FAX NO. 9047983730

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Division of Corporations

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P99000055143

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MERGER OR SHARE EXCHANGE

THE BOARDWALK GROUP, INC.

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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BOARDWALK PARTNERS, INC., a Florida corporation, P99000055003

INTO

THE BOARDWALK GROUP, INC., a Florida entity, P99000055143.

File date: March 31, 2000

Corporate Specialist: Darlene Connell

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 31, 2000

THE BOARDWALK GROUP, INC.
50 NORTH LAURA STREET
SUITE 2750
JACKSONVILLE, FL 32202

SUBJECT: THE BOARDWALK GROUP, INC.
REF: P99000055143

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THERE APPEARS TO BE A ERROR IN PARAGRAPH 3 OF THE PLAN OF MERGER. THE LAST SENTENCE REFERS TO THE MERGING CORPORATION AS "THE BOARDWALK GROUP, INC."

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000014423
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF MERGER
OF
BOARDWALK PARTNERS, INC.
INTO
THE BOARDWALK GROUP, INC.

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Pursuant to the provisions of Chapter 607, Florida Statutes, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. **BOARDWALK PARTNERS, INC.**, a Florida corporation (the "Merging Corporation"), shall be merged with and into **THE BOARDWALK GROUP, INC.**, a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation in the merger.

2. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall become the Articles of Incorporation of the Surviving Corporation.

4. The Plan of Merger, a copy of which is attached hereto and made a part hereof, was adopted and approved by the directors of the Merging Corporation on February 29, 2000 and by the directors of the Surviving Corporation on February 29, 2000.

5. Pursuant to Section 607.1104, Florida Statutes, no shareholder approval was required for this merger.

6. The name of the Surviving Corporation after the Merger shall remain and be **THE BOARDWALK GROUP, INC.**

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by their respective officers as of February 29, 2000.

BOARDWALK PARTNERS, INC.

By: Christine M. Ottenstroer
Christine M. Ottenstroer
President

THE BOARDWALK GROUP, INC.

By: Larry J. Fairman
Larry J. Fairman
Chairman

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PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into as of this 29 day of February, 2000 by and between BOARDWALK PARTNERS, INC., a Florida corporation (the "Merging Corporation"), and THE BOARDWALK GROUP, INC., a Florida corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the directors of the Constituent Corporations have determined that it would be in the best interest of such corporations and their respective shareholders for the Merging Corporation to merge with and into the Surviving Corporation in accordance with Florida Business Corporation Act; and

WHEREAS, the Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.

2. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the name of the Surviving Corporation shall remain and be THE BOARDWALK GROUP, INC., without further act or deed.

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4. **Articles of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall become the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified in the manner provided for in the Bylaws of the Surviving Corporation or by law.

5. **Cancellation of Shares.** Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holder thereof, and converted, on a one-for-one basis, into shares of common stock of the Surviving Corporation.

6. **Articles of Merger.** At the closing of the Merger, the parties shall promptly execute the Articles of Merger attached hereto and file the same with the Florida Department of State.

7. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

8. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

BOARDWALK PARTNERS, INC.

By: Christine M. Ottenstroer
Christine M. Ottenstroer
President

THE BOARDWALK GROUP, INC.

By: Larry J. Eganman
Larry J. Eganman
Chairman