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P99000059092

December 2, 1999

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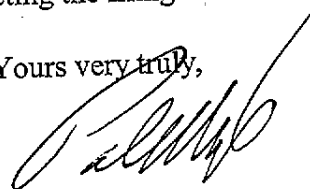
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Articles of Merger of Stanbrough Corporation**

Ladies and Gentlemen:

I am enclosing Articles of Merger of Stanbrough Corporation, an Iowa corporation, into Stanbrough Corporation, a Florida corporation. I am also enclosing our check in the amount of \$70.00 for the filing fee. Please return the recorded original Articles of Merger to me or, if are required to retain the same, a photocopy reflecting the filing thereof.

Yours very truly,



Paul R. Tyler

FILED  
00 JAN 18 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PRT/mej

Enclosures

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1-18-2000  
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JPS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 23, 1999

DICKENSON, MACKAMAN, TYLER & HAGEN, P.C.  
% PAUL TYLER  
1600 HUB TOWER, 699 WALNUT STREET  
DES MOINES, IA 50309-3986

SUBJECT: STANBROUGH CORPORATION  
Ref. Number: P99000059092

We have received your document for STANBROUGH CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 799A00060051

DICKINSON, MACKAMAN, TYLER & HAGEN, P.C.

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January 13, 2000

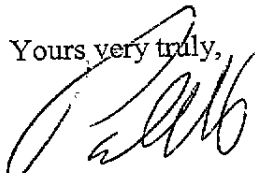
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
ATTN: Carol Mustain, Corporate Specialist

RE: Subject: *Stanbrough Corporation*  
Y/Letter No.: 799A00060051  
Y/Ref. No.: P99000059092

Ladies and Gentlemen:

I am returning to you the Articles of Merger of Stanbrough Corporation, together with the attached Plan of Merger of Stanbrough Corporation previously submitted. I have corrected the signature block on the last page of the Articles of Merger to clarify that the Articles of Merger were adopted and dated on October 21, 1999, by Ethel M. Stanbrough as chairman of the board, sole stockholder and sole director of Stanbrough Corporation, an Iowa Corporation, and by her as chairman of the board, sole director and sole shareholder of Stanbrough Corporation, a Florida Corporation. I am hopeful that you will agree that this does make the document now comply with Florida statute.

Yours very truly,



Paul R. Tyler

PRT/mej

Enclosures

F:\PTYLER\WP\LTR\Stanbrough-Fla2.ltr

entity

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

STANBROUGH CORPORATION, A Iowa entity, not qualified in the State of  
Florida

INTO \_\_\_\_\_

**STANBROUGH CORPORATION**, a Florida entity, P99000059092.

File date: January 18, 2000

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER  
OF  
STANBROUGH CORPORATION**

**WHEREAS**, section 607.0821 of the Florida Business Corporations Act authorizes the taking of action by the directors of the corporation without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors and declares that such consent shall have the same force and effect as a unanimous vote at a meeting regularly noticed and held; and

**WHEREAS**, section 607.0704 of the Florida Business Corporations Act authorizes the taking of action by the shareholders of the corporation without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the shareholders and declares that such consent shall have the same force and effect as a unanimous vote at a meeting regularly noticed and held; and

**WHEREAS**, that the name of the surviving corporation is Stanbrough Corporation, incorporated in the state of Florida.

**WHEREAS**, that the name of the merging corporation is Stanbrough Corporation, incorporated in the state of Iowa.

**NOW THEREFORE**, the undersigned, being the sole director of Stanbrough Corporation and the sole shareholder of Stanbrough Corporation, hereby consents to the taking of the action set forth in the following resolutions and hereby adopt the same all as of the date hereof:

**BE IT RESOLVED**, that the following articles of merger are submitted in accordance with section 607.1105 of the Florida Business Corporations Act.

**BE IT RESOLVED FURTHER**, that the Plan of Merger was adopted and approved by unanimous consent of the Board of Directors of Stanbrough Corporation. The Plan of Merger is attached as Exhibit A.

**BE IT RESOLVED FURTHER**, that the Plan of Merger was adopted and approved by unanimous consent of the Shareholders of Stanbrough Corporation. The Plan of Merger is attached as Exhibit A.

**BE IT RESOLVED FURTHER**, that the merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FILED  
00 JAN 18 PM 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

and adopted  
**DATED** as of the 21 day of oct., 1999.

Ethel M. Stanbrough  
ETHEL M. STANBROUGH, *Chairman of the Board,*  
*Sole Shareholder and sole Director, Stanbrough Corporation, an Iowa Corporation*

Ethel M. Stanbrough  
ETHEL M. STANBROUGH, *Chairman of the Board,*  
*Sole Director and Sole Shareholder, Stanbrough Corporation, a Florida Corporation*

# PLAN OF MERGER OF STANBROUGH CORPORATION

**WHEREAS**, the following plan of merger is submitted in compliance with section 607.1107 of the Florida Business Corporation Act and in accordance with section 490.1107 of the Iowa Business Corporation Act.

**WHEREAS**, the name of the Surviving Corporation is Stanbrough Corporation, incorporated in the state of Florida.

**WHEREAS**, the name of the Merging Corporation is Stanbrough Corporation, incorporated in the state of Iowa.

**NOW, THEREFORE**, the Surviving Corporation sets forth this Plan of Merger.

Section 1. **The Merger**. The Merging Corporation shall be merged into and under the Articles of Incorporation of the Surviving Corporation. The Surviving Corporation shall be the surviving corporation and as of the effective date of the Merger the separate existence of the Merging Corporation shall cease.

Section 2. **Effect of the Merger**. (a) Upon the Merger becoming effective, the corporate existence of the Merging Corporation shall be merged into and continued in the Surviving Corporation and the Surviving Corporation shall be deemed to be the same corporation as the Merging Corporation, possessing all the rights, interests, privileges, powers and franchises and being subject to all restrictions, liabilities and duties thereof. All and each of the rights, interests, privileges and franchises of the Merging Corporation and all property, real, personal and mixed, and all debts due to the Merging Corporation on whatever account, shall be vested in the Surviving Corporation without any deed or other transfer and without any order or other action on the part of any court or otherwise; and, all property, rights, privileges, powers, franchises and interests and each and every other interest of the Merging Corporation shall be thereafter the property of the Surviving Corporation. The Surviving Corporation, by virtue of the Merger, and without any order or other action on the part of any court or otherwise, shall hold and enjoy the same and all rights of property, franchises and interests, including appointments, designations and nominations and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, guardian of mentally incompetent persons and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by the Disappearing Corporation immediately prior to the Merger.

EXHIBIT

A

(b) Upon the Merger becoming effective, the Surviving Corporation shall be liable for all liabilities, obligations and contracts of the Merging Corporation matured or unmatured whether accrued, absolute, contingent or otherwise; and whether or not reflected or reserved against on balance sheets, books of account, or records of the Merging Corporation shall be those of the Surviving Corporation, and shall not be released or impaired by the Merger; and, all rights of creditors and other obligees and all liens on property of the Merging Corporation shall be preserved unimpaired.

Section 3. **Conversion of Securities**. Upon the Merger becoming effective:

(a) All shares of common stock of the Merging Corporation outstanding at the effective date of the Merger shall be transferred to the Surviving Corporation.

(b) The shares of common stock of the Surviving Corporation outstanding immediately prior to the Merger shall continue to be owned by the respective shareholders of the Surviving Corporation.