

100 HAYS STREET
TALLAHASSEE, FL 32304-2801
904
904
506289



ACCOUNT NO. : 072100000032

REFERENCE : 204369 167868A

AUTHORIZATION : Patricia Pijet

COST LIMIT : \$ 105.00

ORDER DATE : December 30, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 204369-005

CUSTOMER NO: 167868A

Merger

000002040390--0

CUSTOMER: Ms. Carol R. Mullis
First Union Corporation
One First Union Center
Legal Dept. - 31st Floor
Charlotte, NC 28288

EFFECTIVE DATE
12/31/96

ARTICLES OF MERGER

BARTOW OPERATIONS, INC.
AND
MID-ISLAND SERVICE CORP.

INTO

VENICE SERVICE CORP.

FILED
96 DEC 30 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

12/31/96
Loc. and Exam. Fee
Update Ver. Fee
Acknowledgment
W. Charles Earnest
EXAMINER'S INITIALS:

CONTACT PERSON: W. Charles Earnest

S06289

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BARTOW OPERATIONS, INC., a Florida corporation V46250

MID-ISLAND SERVICE CORP., a Florida corporation P93000002604

INTO

VENICE SERVICE CORP., a Florida corporation, S06289.

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 105.00

EFFECTIVE DATE
12/31/96

ARTICLES OF MERGER

Merger of

Bartow Operations, Inc.,

and

Mid-Island Service Corp.

(Each a Florida corporation and
referred to hereafter as the "Merging Corporations")

into

VENICE SERVICE CORP.

(A Florida corporation and
referred to hereafter as "Surviving Corporation")

These Articles of Merger are delivered to the Secretary of State of Florida for filing pursuant to Section 607.1105 of the Florida 1989 Business Corporation Act (the "FBCA").

Section 1. Plan of Merger.

Attached hereto as Exhibit A is the Plan of Merger (the "Plan") providing for the merger of the Merging Corporations with and into the Surviving Corporation (the "Merger").

Section 2. Approval of Plan.

- (a) The shareholders of the Merging Corporations approved the Plan as of December 15, 1996. The shareholders of the Surviving Corporation were not required to approve the Plan pursuant to Section 607.1103(7) of the FBCA.
- (b) The boards of directors of each of the Merging Corporations and the Surviving Corporation approved the Plan as of December 15, 1996.

Section 3. Effective Time.

The Effective Time of the Merger shall be at 11:59 P.M. on December 31, 1996.

FILED
96 DEC 30 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

Merging

Bartow Operations, Inc.,

and

Mid-Island Service Corp.

(Each a Florida corporation and
referred to hereafter as the "Merging Corporations")

into

VENICE SERVICE CORP.

(A Florida corporation and
referred to hereafter as the "Surviving Corporation")

This Plan of Merger (hereafter "Plan") is entered into by and among the Merging Corporations and the Surviving Corporation pursuant to Section 607.1101 of the Florida 1989 Business Corporation Act.

Section 1. The Merger.

At 11:59 P.M. on December 31, 1996 (the "Effective Time"), the Merging Corporations shall merge with and into the Surviving Corporation (the "Merger"). At the Effective Time, the separate corporate existence of the Merging Corporations shall cease and the existence of the Surviving Corporation shall continue.

Section 2. Name of Surviving Corporation; Articles of Incorporation; Bylaws; Directors and Officers.

The name of the Surviving Corporation shall remain "VENICE SERVICE CORP." The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the Merger. Until their successors are elected and qualified, the directors and officers of the Surviving Corporation immediately prior to the Merger shall be the Directors and Officers of the Surviving Corporation after the Merger.

Section 3. Conversion and Exchange of Shares.

At the Effective Time.

- (a) All of the outstanding shares of the capital stock of the Merging Corporations shall be canceled, and
- (b) All of the outstanding shares of the capital stock of the Surviving Corporation immediately prior to the Merger shall remain outstanding and shall not be converted, exchanged or in any manner altered by the Merger.

Section 4. Effect of Merger.

All of the assets of the Merging Corporations at the Effective Time shall pass to, vest in and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporations shall become liabilities of the Surviving Corporation in accordance with applicable law.

Section 5. Waiver, Amendment, Termination.

This Plan may be amended at any time prior to the Effective Time by the parties executing a written amendment hereto and may be terminated or abandoned at any time prior to the Effective Time by the parties executing a written termination or abandonment.

RECEIVED
95 OCT 30 AM 11:24
DIVISION OF CORPORATE AFFAIRS

In witness whereof, this Plan has been executed by each of the Merging Corporations and the Surviving Corporation.

Merging Corporations:
Bartow Operations, Inc.

By: Harold H. Haring
Its: Senior Vice President
Attest: Carol R. Mull
Its: Asst. Secretary

Mid-Island Service Corp.

By: Harold H. Haring
Its: Senior Vice President
Attest: Carol R. Mull
Its: Asst. Secretary

Surviving Corporation:
VENICE SERVICE CORP.

By: Harold H. Haring
Its: Senior Vice President
Attest: Carol R. Mull
Its: Asst. Secretary

Effective as of the 15th day of December, 1996.

Surviving Corporation:

VENICE SERVICE CORP.

By: Kent S. Hathaway

Name: Kent S. Hathaway

Its: Senior Vice President

Attest: Carol R. Mullis

Name: Carol R. Mullis

Its: Asst. Secretary