

JUN. 24. 2004

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CORPORATION SVC CO

NO. 966

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MERGER OR SHARE EXCHANGE

WEBER MCGINN, INC.

Certificate of Status	0
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Mergers

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CORPORATION SVC CO.

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ARTICLES OF MERGER

OF

THE NIXON GROUP, INC.

AND

WEBER MCGINN, INC.

To the Department of State
State of Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging The Nixon Group, Inc. with and into Weber McGinn, Inc.

2. The shareholders of The Nixon Group, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on June 22, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of The Nixon Group, Inc. with and into Weber McGinn, Inc. is permitted by the laws of the jurisdiction of organization of Weber McGinn, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Weber McGinn, Inc. was June 22, 2004.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing.

Executed on June 22, 2004.

The Nixon Group, Inc.

By: Nicholas J. Camera
Name: Nicholas J. Camera
Capacity: Vice President and Secretary

Weber McGinn, Inc.

By: Nicholas J. Camera
Name: Nicholas J. Camera
Capacity: President

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PLAN OF MERGER adopted on June 22, 2004 by resolution of the Board of Directors of The Nixon Group, Inc., a business corporation organized under the laws of the State of Florida, and adopted on by resolution of the Board of Directors of Weber McGinn, Inc., a business corporation organized under the laws of the State of Virginia. The names of the corporations planning to merge are The Nixon Group, Inc., a business corporation organized under the laws of the State of Florida, and Weber McGinn, Inc., a business corporation organized under the laws of the State of Virginia. The name of the surviving corporation into which The Nixon Group, Inc. plans to merge is Weber McGinn, Inc.

1. The Nixon Group, Inc. and Weber McGinn, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Weber McGinn, Inc. be merged with and into a single corporation, to wit, Weber McGinn, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Golin/Harris International, Inc. pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of The Nixon Group, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into shares of the surviving corporation.

The 127,500 shares of The Nixon Group, Inc. will be converted into 214 shares of Weber McGinn, Inc.

The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded

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any document or documents prescribed by the laws of the State of Florida and of the State of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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