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Florida Department of State
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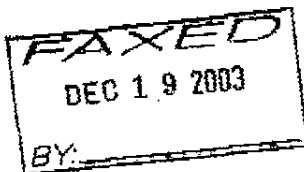
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MERGER OR SHARE EXCHANGE

GACS INCORPORATED



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 22, 2003

GACS INCORPORATED
160 CLAIREMONT AVE
DECATUR, GA 30030US

SUBJECT: GACS INCORPORATED
REF: S51592

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Teresa Brown
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

GACS INCORPORATED,
a Florida Corporation,

WITH AND INTO

GACS INCORPORATED,
A Georgia Corporation

EFFECTIVE DATE
12-31-03

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), GACS INCORPORATED, a Florida corporation ("GACS FL"), and GACS, a Georgia corporation ("GACS GA"), hereby submit the following Articles of Merger:

FIRST. The name and state of incorporation of each corporation party to the Merger is:

<u>Name</u>	<u>State of Incorporation</u>
GACS Incorporated	Florida
GACS Incorporated	Georgia

SECOND. The name and jurisdiction of the surviving corporation is GACS Incorporated, a Georgia corporation.

THIRD. The Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH. The merger of GACS Florida and GACS Georgia will become effective as of December 31, 2003 at 11:59 p.m.

FIFTH. The Plan was duly adopted and approved by the Board of Directors of GACS Florida on December 19, 2003, and was duly adopted and approved by the sole shareholder of GACS Florida on December 19, 2003.

SIXTH. The Plan was duly adopted and approved by the Board of Directors of GACS Georgia on December 19, 2003, and was duly adopted and approved by the sole shareholder of GACS Georgia on December 19, 2003.

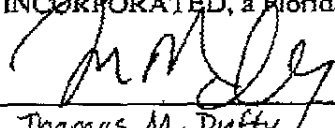
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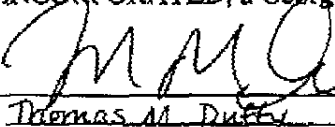
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IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute these Articles of Merger as of this 19th day of December, 2003.

GASC INCORPORATED, a Florida corporation

By: 
Name: Thomas M. Duffy
Title: Senior VP & Asst. Secretary

GASC INCORPORATED, a Georgia corporation

By: 
Name: Thomas M. Duffy
Title: Senior VP & Asst. Secretary

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EXHIBIT A

PLAN OF MERGER

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into this 19th day of December, 2003, by and between GACS INCORPORATED, a Florida corporation ("GACS Florida"), and GACS INCORPORATED, a Georgia corporation ("GACS Georgia").

WITNESSETH:

WHEREAS, the parties hereto desire to merge GACS Florida with and into GACS Georgia upon the terms and subject to the conditions set forth herein (the "Merger");

NOW, THEREFORE, FOR AND IN CONSIDERATION of the premises, the mutual promises, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE 1 THE MERGER

1.1 The Merger. Subject to and in accordance with the terms and conditions set forth in this Agreement, at the "Effective Time" (as defined in Section 1.4 hereof), GACS Florida shall be merged with and into GACS Georgia, which shall be the surviving corporation (the "Surviving Corporation") in the Merger, and the separate existence of GACS Florida shall thereupon cease. The Surviving Corporation shall have the name "GACS Incorporated" and shall be a Georgia corporation. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "Act") and Section 14-2-1106 of the Georgia Business Corporation Code (the "Code").

1.2 Articles of Merger. Contemporaneously with the execution of this Agreement, the Surviving Corporation shall execute articles of merger (the "Articles") in the form attached hereto as Exhibit A, and, as soon as practicable thereafter, the Surviving Corporation shall file the executed Articles of Merger with the Department of State of the State of Florida in accordance with Section 607.1105 of the Act.

1.3 Certificate of Merger. Contemporaneously with the execution of this Agreement, the Surviving Corporation shall execute a certificate of merger (the "Certificate") in the form attached hereto as Exhibit B, and, as soon as practicable thereafter, the Surviving Corporation shall file the executed Certificate of Merger with the Secretary of State of the State of Georgia in accordance with Section 14-2-1105(b) of the Code.

1.4 Effective Time. The Merger shall become effective in Florida and Georgia at 11:59 p.m. on December 31, 2003 (the "Effective Time").

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ARTICLE 2
THE SURVIVING CORPORATION

2.1 Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of GACS Georgia in effect immediately prior to the Effective Time shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation, unless and until altered, amended or repealed in accordance with applicable law.

2.2 Officers and Directors. The officers and directors of GACS Georgia immediately prior to the Effective Time shall be the officers and directors, respectively, of the Surviving Corporation at and after the Effective Time and shall serve in such capacities until their respective successors are duly elected and qualified.

ARTICLE 3
CONVERSION OF SHARES

3.1 GACS Florida Stock. At the Effective Time:

(a) **GACS Florida Stock.** At the Effective Time, all issued and outstanding shares of GACS Florida capital stock shall be canceled and retired, and no payment shall be made with respect thereto.

(b) **Treasury.** At the Effective Time, each authorized but unissued share of GACS Florida capital stock then held in the treasury of GACS Florida shall be canceled and retired, and no payment shall be made with respect thereto.

3.2 GACS Georgia Stock. At the Effective Time, each share of GACS Georgia stock issued and outstanding immediately prior to the Effective Time shall continue unchanged and shall evidence the same number of shares of capital stock of the Surviving Corporation.

ARTICLE 4
TERMINATION

4.1 Termination Prior to Effective Time. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by appropriate action of either GACS Florida or GACS Georgia at any time prior to the Effective Time.

ARTICLE 5
MISCELLANEOUS

5.1 Notices. All notices, requests, and other communications hereunder shall be in writing and shall be sent by hand delivery, by certified or registered mail, return receipt requested, or by a recognized national overnight courier service as set forth below:

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If to GACS Georgia: GACS Incorporated (Georgia)
160 Clairemont Avenue
Decatur, GA 30030

If to GACS Florida: GACS Incorporated (Florida)
160 Clairemont Avenue
Decatur, GA 30030

5.2 Entire Agreement. This Agreement constitutes the entire agreement and understanding concerning the subject matter hercof between the parties hereto. This Agreement may not be modified or amended, except by a writing executed by both parties hereto.

5.3 Binding Effect. This Agreement shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

5.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Georgia.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute this Agreement as of the day and year first above written.

"GACS Florida"

GACS INCORPORATED, a Florida corporation

By: 

Name: Thomas M. Duffy

Title: Senior VP & Asst. Secretary

"GACS Georgia"

GACS INCORPORATED, a Georgia corporation

By: 

Name: Thomas M. Duffy

Title: Senior VP & Asst. Secretary

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Exhibit A
ARTICLES OF MERGER
OF
GACS INCORPORATED,
a Florida Corporation,
WITH AND INTO
GACS INCORPORATED,
A Georgia Corporation

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), GACS INCORPORATED, a Florida corporation ("GACS FL"), and GACS, a Georgia corporation ("GACS GA"), hereby submit the following Articles of Merger:

FIRST. The name and state of incorporation of each corporation party to the Merger is:

<u>Name</u>	<u>State of Incorporation</u>
GACS Incorporated	Florida
GACS Incorporated	Georgia

SECOND. The name and jurisdiction of the surviving corporation is GACS Incorporated, a Georgia corporation.

THIRD. The Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH. The merger of GACS Florida and GACS Georgia will become effective as of December 31, 2003 at 11:59 p.m.

FIFTH. The Plan was duly adopted and approved by the Board of Directors of GACS Florida on December 19, 2003, and was duly adopted and approved by the sole shareholder of GACS Florida on December 19, 2003.

SIXTH. The Plan was duly adopted and approved by the Board of Directors of GACS Georgia on December 19, 2003, and was duly adopted and approved by the sole shareholder of GACS Georgia on December 19, 2003.

[Signature Page to Follow]

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IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute these Articles of Merger as of this 19th day of December, 2003.

GASC INCORPORATED, a Florida corporation

By: _____
Name: _____
Title: _____

GASC INCORPORATED, a Georgia corporation

By: _____
Name: _____
Title: _____

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Exhibit B

**CERTIFICATE OF MERGER OF
GACS INCORPORATED,
a Florida Corporation
WITH AND INTO
GACS INCORPORATED,
a Georgia Corporation**

Pursuant to Section 14-2-1105(b) of the Georgia Business Corporation Code (the "Code"), the undersigned hereby certifies in connection with the merger of **GACS INCORPORATED**, a Florida corporation ("GACS FL"), with and into **GACS INCORPORATED**, a Georgia corporation ("GACS GA") (the "Merger") as follows:

1. The name and state of incorporation of each corporation party to the Merger is:

<u>Name</u>	<u>State of Incorporation</u>
GACS Incorporated	Florida
GACS Incorporated	Georgia

2. The name of the surviving corporation shall be GACS Incorporated, a Georgia corporation.
3. The Merger shall become effective at 11:59 p.m. on December 31, 2003.
4. The Plan and Agreement of Merger (the "Plan") was duly adopted and approved by the Board of Directors of GACS FL on December 19, 2003, and was duly adopted and approved by the sole stockholder of GACS FL on December 19, 2003.
5. The Plan was duly adopted and approved by the Board of Directors of GACS GA on December 19, 2003, and was duly adopted and approved by the sole stockholder of GACS GA on December 19, 2003.
6. The executed Plan is on file at the principal place of business of the surviving corporation, which is located at 160 Clairmont Avenue, Suite 600, Decatur, GA 30030.
7. A copy of the Plan will be furnished by the surviving corporation, on request and without cost, to any shareholder of either GACS FL or GACS GA.
8. A request for publication of notice of filing the certificate of merger and payment therefore will be made as required by Section 14-2-1105.1(b) of the Code.

[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, the undersigned, as the surviving corporation in the merger, has caused its duly authorized representative to execute this Certificate of Merger as of this 19th day of December, 2003.

GACS INCORPORATED, a Georgia corporation

By: _____
Name: _____
Title: _____

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