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January 28, 1999

Secretary of State of Florida  
Division of Corporations  
Mergers  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Merger of Northlea Corporation with and into Raglan Group, Inc.

Ladies and Gentlemen:

Enclosed for filing with our offices are duplicate copies of Articles of Merger effecting the merger of Northlea Corporation with and into Raglan Group, Inc. Also enclosed is our check in the amount of \$78.75 in payment of filing fees and a certified copy of the Articles. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,  
Lawyer's Assistant to Clayton E. Parker

cc: Clayton E. Parker, Esq.

*Merger*

**VS** FEB 18 1999

MI-73514.01

V35289

600002770156--8

-02/09/99-01101-002

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FILED  
99 FEB -9 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NORTHLEA CORPORATION, a Florida corporation, L48300

INTO

**RAGLAN GROUP, INC.**, a Florida corporation, V35289

File date: February 9, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER  
OF  
NORTHLEA CORPORATION,  
A FLORIDA CORPORATION,  
AND  
RAGLAN GROUP, INC.,  
A FLORIDA CORPORATION

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act (the "Act"), **RAGLAN GROUP, INC.**, a Florida corporation (the "Surviving Corporation"), adopts the following Articles of Merger for the purpose of merging its wholly-owned subsidiary, **NORTHLEA CORPORATION** with and into the Surviving Corporation (the "Merger").

**FIRST:** The Plan of Merger effecting the Merger is attached as Exhibit A.

**SECOND:** The Plan of Merger was adopted at a meeting of the directors of the Surviving Corporation held on 31 DECEMBER, 1998.

**IN WITNESS WHEREOF**, the undersigned has caused these Articles of Merger to be signed in its corporate name, this 31 day of DECEMBER, 1998.

**RAGLAN GROUP, INC.,**  
a Florida corporation

By: \_\_\_\_\_

Phillip John Clements, President

## **Exhibit A**

### **PLAN OF MERGER**

THIS PLAN OF MERGER ("Plan") is adopted this 31 day of December, 1998, by Raglan Group, Inc., a Florida corporation, (the "Surviving Corporation"), for the purpose of merging its wholly-owned subsidiary, Northlea Corporation, a Florida corporation, (the "Merging Corporation"), with and into the Surviving Corporation:

#### **1. The Merger**

##### **1.1 Manner of Merger**

Subject to the terms and conditions of this Plan, and on the Effective Time (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger") with the effect that the corporate existence of the Surviving Corporation with all of its purposes, powers and objects shall continue unaffected and unimpaired by the Merger, shall be governed by the laws of the State of Florida and succeed to all rights, assets, liabilities and obligations of the Merging Corporation as set forth in the Florida Business Corporation Act (the "Act"). The separate existence and corporate organization of the Merging Corporation shall cease upon the Effective Time and thereafter the Surviving Corporation shall continue to exist under the laws of the State of Florida.

##### **1.2 The Status and Conversion of Shares**

(a) At the Effective Time, each share of the Merging Corporation's common stock, having a par value of \$1.00 per share, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.

#### **2. Dissenters' Rights**

Shareholders of the Merging Corporation who, except for the applicability of Section 607.1104(4) of the Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1370 of the Act, may be entitled, if they comply with the provisions of the act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

#### **3. Effective Date of the Merger**

The Merger shall become effective on December 31, 1998. The term "Effective Time" as used herein shall mean December 31, 1998.