

V38105

ARTICLES OF MERGER
Merger Sheet

MERGING:

VARKERKE, INC., a Florida corporation, document number V38105

INTO

THE ENSEMBLE COMPANY, a Delaware corporation not qualified in Florida.

File date: March 27, 1997

Corporate Specialist: Karen Gibson

Document Number Only

V38105

FILED
97 MAR 27 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/27/97-01084-007
*****70.00 *****70.00

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

CORPORATION(S) NAME

Verkerke, Inc.
merged into:
The Ensemble Company

RECEIVED
97 MAR 27 PM 12:14
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Mail Out | | <input checked="" type="checkbox"/> Pick Up |

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3/27/97

Merge
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3/27

**ARTICLES OF MERGER OF
VERKERKE, INC.
(A Florida Corporation)
INTO
THE ENSEMBLE COMPANY
(A Delaware Corporation)**

FILED
97 MAR 27 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, certify the following:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows: **The Ensemble Company, a Delaware corporation and Verkerke, Inc., a Florida corporation.**

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) and the domestic corporation complies with the applicable provisions of Sections 607.1101--607.1104 F.S.

FOURTH: The Agreement and Plan of merger is as follows:

- (1) That The Ensemble Company and Verkerke, Inc. are hereby merged and that the above named The Ensemble Company is the surviving corporation.
- (2) All of the property, rights, privileges, leases and patents of Verkerke, Inc. are to be transferred to and become the property of The Ensemble Company, the survivor. The officers and board of directors of each of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
- (3) The officers and board of directors of The Ensemble Company shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.
- (4) The outstanding shares of Verkerke, Inc. shall be canceled. No additional shares of The Ensemble Company shall be issued.
- (5) It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Florida:

a. The surviving corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Florida which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Florida against the surviving corporation;

b. The Secretary of State of the State of Florida shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is Vickie Young, P.O. Box 419126, 2501 McGee, Mail Drop 339, Kansas City, MO 64141-6126;

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Florida which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

FIFTH: The effective date of the certificate of merger shall be upon filing with the Secretary of State.

SIXTH: The plan of merger was adopted by the shareholders of Verkerke, Inc. and The Ensemble Company on March 25, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

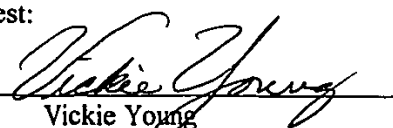
THE ENSEMBLE COMPANY

By


Dwight Arn
Vice President

Attest:

By


Vickie Young
Assistant Secretary

VERKERKE, INC.

By

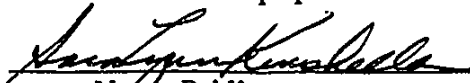

Judith Whittaker
Vice President

Attest:


Kathy Tomei
Assistant Secretary

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

On this 26th day of March, in the year 1997, before me Sara Lynn Kinshella, Notary Public in and for said state, personally appeared Dwight Arn, the Vice President of The Ensemble Company, known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

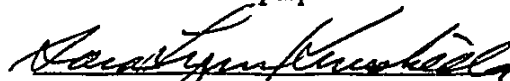

Notary Public

My commission expires:

SARA LYNN KINSHELLA
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires: 12-16-99

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

On this 26th day of March, in the year 1997, before me Sara Lynn Kinshella, Notary Public in and for said state, personally appeared Judith Whittaker, the Vice President of Verkerke, Inc., known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that she executed the same for the purposes therein stated.


Notary Public

My commission expires:

SARA LYNN KINSHELLA
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires: 12-16-99

V 41690
STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: DONALD J. MARSH EIN or SS# 099-22-5211

Address: 66 SCARSDALE RD.
DEWNS, INA 02658

Amount: \$165.00 Date Paid _____

Reason for claim: Corp Dissolved, no A/R required - V41690
SPT 3-7-97

Certified true and correct this 20 day of March, 19 97.

Signature Donald Marsh

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ <u>165.00</u>	
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. <u>12513-054</u> dated <u>03-04-97</u>	
Name of Account <u>45202130001453000000000010000</u>	
Statutory Authority for Collection <u>607</u>	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT <u>452021300014530000000022002000</u>	
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	_____ (Authorized Signature and Title)