

V42602



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 080448 11554A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : December 28, 1998

ORDER TIME : 3:01 PM

ORDER NO. : 080448-010

CUSTOMER NO: 11554A

CUSTOMER: Ms. Rose Marie Preddy
Anderson & Stevens, P.a.
2640 Riverplace Tower
1301 Riverplace Boulevard
Jacksonville, FL 32207

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 28 PM 3:33

FILED

900002724059--8

ARTICLES OF MERGER

EFFECTIVE DATE
12-30-98

LINCO HOLDINGS, INC.

INTO

POULTRY HEALTH SERVICE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
98 DEC 29 PM 3:31
THE UNITED STATES
CORPORATION

Jee 12/29

ARTICLES OF MERGER
Merger Sheet

MERGING:

LINCO HOLDSINGS, INC., a Florida corporation, P98000099428

INTO

POULTRY HEALTH SERVICE, INC., a Florida corporation, V42602

File date: December 28, 1998, effective December 30, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER OF POULTRY HEALTH SERVICE, INC.
WITH LINCO HOLDINGS, INC.**

FILED
98 DEC 28 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the corporations named below adopt the following articles of merger for the purpose of merging Linco Holdings, Inc. into Poultry Health Service, Inc., the surviving corporation.

1. The names of the corporations which are parties to the within merger are Poultry Health Service, Inc. and Linco Holdings, Inc.
2. Poultry Health Service, Inc. is the surviving corporation.
3. On December 24, 1998, the Plans and Agreement of Merger was approved by the shareholders of each of the enumerated corporations in the manner prescribed by the Florida Business Corporation Act.
4. As to Poultry Health Service, Inc., there are 10,000 of \$1 (one dollar) common capital stock authorized of which all are issued and outstanding.
5. As to Linco Holdings Inc., there are 1,000 of \$1 (one dollar) common capital stock authorized of which 100 are issued and outstanding.
6. As to Poultry Health Service, Inc., all shares voted for the Plan and Agreement of Merger.
7. As to Linco Holdings, Inc., all shares voted for the Plan and Agreement of Merger.
8. A copy of the Plan and Agreement of Merger set forth in Article I was hand-delivered on December 24, 1998, to each shareholder of both corporations of record on December 23, 1998.

EFFECTIVE DATE
12-30-98

Dated December 24, 1998.

POULTRY HEALTH SERVICE, INC.

By: John H. Lindsey
John H. Lindsey
Its President

LINCO HOLDINGS, INC.

By: John H. Lindsey
John H. Lindsey
Its President

STATE OF FLORIDA,)
) ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 24th day of **December, 1998**,
by John H. Lindsey, President of Poultry Health Service, Inc. and Linco Holdings, Inc., who is
personally known to me or who has produced _____ as identification and
who did (did not) take an oath.

Janet R. Tinsley
Notary Public, State of Florida
at Large.

Commission No.: _____
JANET R. TINSLEY,
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires June 16, 2000
Comm. No. CC 561627

PLAN AND AGREEMENT OF MERGER

Plan and Agreement of Merger dated December 24, 1998 between Poultry Health Service, Inc., referred to as the surviving corporation, and Linco Holdings, Inc., referred to as the absorbed corporation.

STIPULATIONS

- A. Poultry Health Service, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal address being P. O. Box 56499, Jacksonville, Florida 32241-6499
- B. Poultry Health Service, Inc. has a capitalization of 10,000 authorized shares of \$1 (one dollar) common stock, all of which are issued and outstanding.
- C. Linco Holdings, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at P. O. Box 56499, Jacksonville, Florida 32241-6499.
- D. Linco Holdings, Inc. has a capitalization of 1,000 authorized shares of \$1 (one dollar) common stock, of which 100 shares are issued and outstanding.
- E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Linco Holdings, Inc. be merged into Poultry Health Service, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. **Merger.**

Linco Holdings, Inc., shall merge with and into Poultry Health Service, Inc., which shall be the surviving corporation.

Section Two. **Terms and Conditions.**

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. **Conversion of Shares.**

The manner and basis of converting the common stock of the absorbed corporation and the common stock of Poultry Health Service, Inc. into stock of the surviving corporation is as follows:

- (a) Each outstanding share of the common capital stock of Poultry Health Service, Inc. shall remain outstanding, without change.
- (b) The conversion shall be effected as follows: Upon or after the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall not issue additional certificates for shares of

common stock in the surviving corporation, but shall continue the shareholders ownership in the same proportion as held prior to merger.

- (c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until such time as agreed to by the shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid.

Section Four. *Changes in Articles of Incorporation.*

Poultry Health Service, Inc. shall file Articles of Amendments changing its name to "Linco Holdings, Inc." The articles of incorporation of the surviving corporation, Poultry Health Service, Inc., shall otherwise continue to be its articles of incorporation following the effective date of the merger.

Section Five. *Changes in Bylaws.*

The bylaws of the surviving corporation Poultry Health Service, Inc. shall continue to be its bylaws following the effective date of the merger.

Section Six. *Directors and Officers.*

The directors and officers of the surviving corporation, Poultry Health Service, Inc., on the effective date of the merger, shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. *Prohibited Transactions.*

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

Section Eight. *Approval by Shareholders.*

This Plan and Agreement of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on December 24, 1998, or at such time as to which the boards of directors of the constituent corporation may agree.

Section Nine. *Effective Date of Merger.*

The effective date of this merger shall be December 30, 1998 or as soon as Articles of Merger shall be filed with the Division of Corporations for the State of Florida.

Section Ten. *Abandonment of Merger.*

This Plan and Agreement of Merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporations at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 31, 1998; or
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

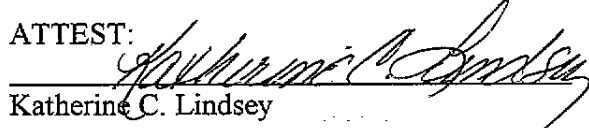
Section Eleven. Execution of Agreement.

This Plan and Agreement of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the corporations by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on or effective the date first above written.

LINCO HOLDINGS, INC.

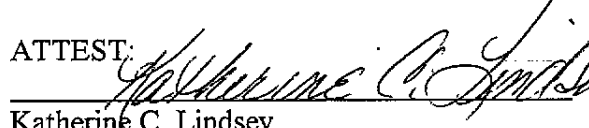
ATTEST:

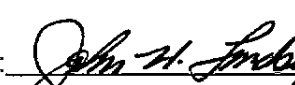

Katherine C. Lindsey
Assistant Secretary

By: 
John H. Lindsey (SEAL)
Its President

POULTRY HEALTH SERVICE, INC.

ATTEST:

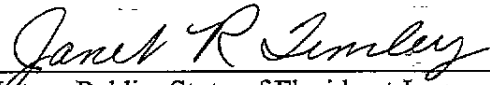

Katherine C. Lindsey
Assistant Secretary

By: 
John H. Lindsey (SEAL)
Its President

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

I HEREBY CERTIFY that before me, a Notary Public duly authorized to administer oaths and take acknowledgments, personally appeared **John H. Lindsey**, as President of **LINCO HOLDINGS, INC.** and as President of **POULTRY HEALTH SERVICE, INC.**, known to me or who produced _____ as identification, and he acknowledged to me that he executed the foregoing instrument in his capacity as an officer of said corporations for the purposes therein expressed.

WITNESS my hand and official seal, at Jacksonville, said County and State, this 24th day of December, 1998.


Notary Public, State of Florida at Large
Commission No.:
Commission Expires: JANET R. TINSLEY
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires June 16, 2000
Comm. No. CC 561627