

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of

HARVEY FREEMAN & SONS, INC. OF KENTUCKY

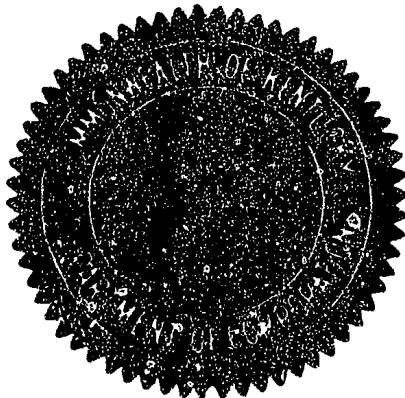
a DOMESTIC *corporation, into* HARVEY FREEMAN & SONS, INC. *a* FOREIGN (NOT QUAL.) *corporation,*

duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of

HARVEY FREEMAN & SONS, INC. OF KENTUCKY

into HARVEY FREEMAN & SONS, INC. (NOT QUAL.)



SECRETARY OF STATE

Witness my official signature and seal of office this 24TH
day of OCTOBER, 19 86, *at* Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY

FILED

SECRETARY OF STATE OF KENTUCKY
RECEIVED

ARTICLES OF MERGER OF
HARVEY FREEMAN & SONS, INC. OF KENTUCKY
INTO
HARVEY FREEMAN & SONS, INC.

OCT 24 1986

32500
Drapold P.C.

SECRETARY OF STATE

Pursuant to the provisions of Section 48-1-903 of the Tennessee General Corporation Act and Section 271A.370 of the Kentucky, the undersigned domestic and foreign Corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. Names of Corporations. The names of the undersigned corporations and the states under the laws of which they are organized are:

Harvey Freeman & Sons, Inc. of Kentucky - Kentucky 457596
Harvey Freeman & Sons, Inc. - Tennessee

2. State of Surviving Corporations. The laws of the State of Tennessee, under which Harvey Freeman & Sons, Inc. is organized, permit this merger.

3. Governing Laws. The name of the surviving corporation is Harvey Freeman & Sons, Inc., and it is to be governed by the laws of the State of Tennessee.

4. Plan of Merger. The Plan and Agreement of Merger is attached hereto and incorporated herein by reference. Under the Plan and Agreement of Merger, Harvey Freeman & Sons, Inc. of Kentucky will merge into Harvey Freeman & Sons, Inc.

5. Approval. The attached Plan and Agreement of Merger was approved by each of the undersigned corporations' shareholders and directors in the manner prescribed by the Tennessee General Corporation Act and the Kentucky Business Corporations Act, respectively.

6. Kentucky Shareholder and Director Approval. As to Harvey Freeman & Sons, Inc., of Kentucky, the Plan was duly adopted at a meeting on the 29th day of September, 1986, by unanimous vote of its sole shareholder of common stock, it being the only class of stock of said Corporation, and by a unanimous vote of all Directors of the Corporation. The Kentucky corporation has 1,000 total shares authorized with 1,000 shares issued and outstanding. All 1,000 shares of the corporation were voted in favor of the Plan and Agreement of Merger.

7. Tennessee Shareholder and Director Approval. As to Harvey Freeman & Sons, Inc., a Tennessee corporation, the Plan was duly adopted at a meeting on the 29th day of September, 1986, by unanimous vote of its sole shareholder of common stock, it being the only class of stock of said Corporation, and by a unanimous vote of all Directors of the Corporation. The Tennessee Corporation has 1,000 total shares authorized, with 105 shares outstanding prior to the Merger herein. All 105 shares of the corporation were voted in favor of the Plan and Agreement of Merger.

8. Harvey Freeman & Sons, Inc., the surviving corporation, agrees that it may be served with process in Kentucky in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger and in any proceeding for the enforcement of the rights

of a dissenting shareholder of any such domestic corporation against the surviving or new corporation.

9. Harvey Freeman & Sons, Inc., the surviving corporation, irrevocably appoints the Secretary of State of Kentucky as its agent to accept service of process in any such proceeding.

10. Harvey Freeman & Sons, Inc., the surviving corporation, agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Kentucky Revised Statutes with respect to the rights of dissenting shareholders.

11. Harvey Freeman & Sons, Inc., the surviving corporation, agrees that the courts of this state shall retain jurisdiction over that part of the corporate property within the limits of Kentucky in all matters which may arise as if said merger had not taken place.

12. Harvey Freeman & Sons, Inc., of Kentucky was incorporated in Jefferson County, Kentucky, and its registered office is located there.

DATED: September 29th, 1986

HARVEY FREEMAN &
SONS, INC. OF KENTUCKY

By: [Signature]
Donald M. Matthys
President

By: [Signature]
Glenda C. McClellan
Secretary

HARVEY FREEMAN & SONS, INC.

By: [Signature]
Donald M. Matthys
President

By: [Signature]
Glenda C. McClellan
Secretary

STATE OF TENNESSEE)
) SS
COUNTY OF DAVIDSON)

I, Patricia McClellan, a notary public, do hereby certify that on this 29th day of September, 1986, personally appeared before me Donald M. Matthys, who, being by me first duly sworn, declared that he is the President of HARVEY FREEMAN & SONS, INC. OF KENTUCKY, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

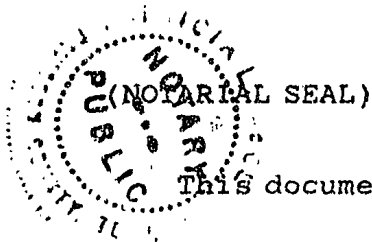
Patricia McClellan
Notary Public



STATE OF TENNESSEE)
) SS
COUNTY OF DAVIDSON)

I, Patricia L. McClelland, a notary public, do hereby certify that on this ~~29th~~ day of September, 1986, personally appeared before me Donald M. Matthys, who, being by me first duly sworn, declared that he is the President of HARVEY FREEMAN & SONS, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Patricia L. McClelland
Notary Public



This document was prepared by

Charles A. Grice, Esq.
Farris, Warfield & Kanaday
Suite 1900
Third National
Financial Center
424 Church Street
Nashville, Tennessee 37219

Charles A. Grice

0820Y/9-23-86

PLAN AND AGREEMENT OF MERGER OF
HARVEY FREEMAN & SONS, INC. OF KENTUCKY
AND
HARVEY FREEMAN & SONS, INC.

THIS PLAN AND AGREEMENT OF MERGER, made this the 29th day of September, 1986, by and between HARVEY FREEMAN & SONS, INC., a Tennessee corporation (hereinafter referred to as the "Surviving Corporation") and HARVEY FREEMAN & SONS, INC. OF KENTUCKY, a Kentucky corporation (hereinafter referred to as "Transferor Corporation"), (said Corporations may also be referred to herein as the "Constituent Corporations").

WHEREAS, the authorized stock of Transferor consists of 1,000 shares of common stock, with no par value, of which 1,000 shares of common stock are issued and outstanding; and

WHEREAS, the authorized stock of the Surviving Corporation consists of 1,000 shares of common stock, with no par value, of which 105 shares of common stock are issued and outstanding; and

WHEREAS, both the Transferor and the Surviving Corporation are solely owned by the same shareholder; and

WHEREAS, the Officers of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their sole shareholder that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the States of Kentucky and Tennessee;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the States of Kentucky and Tennessee, that Harvey Freeman & Sons, Inc. of Kentucky shall be merged into Harvey Freeman & Sons, Inc., a Tennessee corporation, which shall continue its corporate existence and be the corporation surviving the merger, and the terms and conditions of the merger shall be as hereafter set forth:

1. Corporate Names. The name of each Constituent Corporation is:

(a) Harvey Freeman & Sons, Inc. of Kentucky (Transferor Corporation)

(b) Harvey Freeman & Sons, Inc. (Surviving Corporation).

2. Surviving Name. The name of the Surviving Corporation shall be Harvey Freeman & Sons, Inc.

3. Effective Date of Merger. At the effective date of the merger, the separate existence of the Transferor Corporation shall cease and the Transferor Corporation shall be merged into the Surviving Corporation. Consummation of this Agreement and the effective date of the merger shall be the date of filing the Articles of Merger with the Secretary of State.

4. Governing Law. The laws which are to govern the Surviving Corporation are the laws of the State of Tennessee.

5. Directors and Officers. The Directors and Officers of the Surviving Corporation prior to the merger shall remain as the Directors and Officers of the Surviving Corporation after the merger.

6. Effect of Merger. At the effective date of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations. All the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of this merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of said Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts liabilities and duties had been incurred or contracted by the Surviving Corporation.

7. Manner of Exchange. The manner and basis of converting the shares of Constituent Corporation into shares of the Surviving Corporation, in exchange for shares of each Constituent Corporation, or the combination thereof, is as follows:

(a) All authorized but unissued shares of the Common Stock of the Transferor Corporation shall be cancelled.

(b) All shares of Common Stock of the Transferor Corporation issued and outstanding on the effective date of the merger shall be converted into and become one (1) share of Common Stock of the Surviving Corporation.

(c) All issued and outstanding shares of the Surviving Corporation shall remain 105 shares and the authorized but unissued shares shall remain the same except that one share shall be issued to the Shareholder of the Transferor Corporation, as described in Section 7(b) above.

(d) No fractional shares of Common Stock are to be issued.

(e) The capital account of the Surviving Corporation shall be adjusted by transferring from the capital surplus and retained earnings accounts of the Constituent Corporations an amount sufficient to render the one share of the Surviving Corporation's Common Stock (issued in exchange for all the Transferor's Common Stock) fully paid and nonassessable.

8. Amendments to Charter and By-Laws. There are no amendments or changes to be made in the Charter or By-Laws of the Surviving Corporation as a result of this merger.

9. Dissent. Statutory dissent provisions are applicable to the Shareholders of the Transferor Corporation.


10. Abandonment of Agreement. Prior to its becoming effective, the merger may be abandoned (a) by mutual consent; or (b) by either party upon the failure of the other to satisfy its covenants or applicable conditions in this Plan and Agreement of Merger.

11. Amendment. This Plan of Merger and the Plan and Agreement of Merger referred to above may be amended at any time prior to the effective date of the merger, except that the exchange ratio may not be amended after shareholder approval without again obtaining such approval.

IN WITNESS WHEREOF, Constituent Corporations, by and through their duly authorized officers, execute this Plan and Agreement of Merger on the day and date set forth opposite their signatures below.

HARVEY FREEMAN & SONS, INC.
OF KENTUCKY

Date: September 29, 1986

By: 
Donald M. Matthys - President

Date: September 29, 1986

By: 
Glenda C. McClellan -
Secretary

HARVEY FREEMAN & SONS, INC.

Date: September 29, 1986

By: 
Donald M. Matthys - President

Date: September 29, 1986

By: 
Glenda C. McClellan -
Secretary

0821Y/9-23-86