

STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging SFS, Inc., an Alabama corporation, and MSI-Georgia, Inc., a Georgia corporation, into Marketing Specialists, Inc., an Alabama corporation, duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging SFS, Inc. and MSI-Georgia, Inc. into Marketing Specialists, Inc. and attaches hereto a duplicate original of the Articles of Merger.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

05/01/91

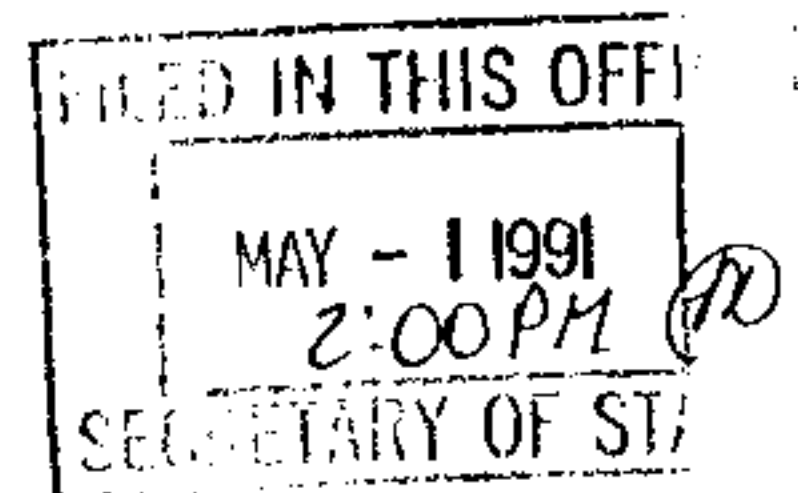
Date

Billy Joe Camp

Secretary of State

Ms. Celeste Johns
Bradley, Arant, Rose & White
1400 Park Place Tower
Birmingham, AL 35203

**ARTICLES OF MERGER
OF
MARKETING SPECIALISTS, INC.,
SFS, INC., AND MSI-GEORGIA, INC.**



In accordance with the provisions of Section 10-2A-143 of the Code of Alabama of 1975 and Section 14-2-1107 of the Georgia Business Corporation Code, Marketing Specialists, Inc., an Alabama corporation, SFS, Inc., an Alabama corporation, and MSI-Georgia, Inc., a Georgia corporation, adopt the following Articles of Merger for the purpose of merging SFS, Inc., an Alabama corporation and MSI-Georgia, Inc., a Georgia corporation, into Marketing Specialists, Inc.

1. The name of the surviving corporation is Marketing Specialists, Inc.
2. The plan of merger (the "Plan of Merger") approved by the corporations in the manner provided by the Alabama Business Corporation Act and the Georgia Business Corporation Code is as set forth in Exhibit A which is attached hereto and made a part hereof.
3. Marketing Specialists, Inc., an Alabama corporation, has issued and outstanding ten thousand three hundred nineteen (10,319) shares of its common stock, par value \$1.00 per share, and ten thousand nine hundred thirty-eight (10,938) shares of its Class A nonvoting stock, par value \$.10 per share. SFS, Inc., an Alabama corporation has issued and outstanding one thousand (1000) shares of its common stock, par value \$1.00 per share. MSI-Georgia, Inc., a Georgia corporation, has issued and outstanding 100,000 shares of its common stock, par value \$1.00 per share.
4. Ten thousand three hundred nineteen (10,319) shares of the common stock and ten thousand nine hundred thirty-eight (10,938) shares of the Class A stock of Marketing Specialists, Inc. were voted in favor of said Plan of Merger and no shares of either class were voted against said Plan of Merger. One thousand (1000) shares of the common stock of SFS, Inc. were voted in favor of the Plan of Merger and no shares were voted against said Plan of Merger. Ninety nine thousand seven hundred one and forty-nine one hundredths (99,701.49) shares of the common stock of MSI-Georgia, Inc. were voted in favor of said Plan of Merger and two hundred ninety-eight and fifty-one one hundredths (298.51) shares were voted against said Plan of Merger.
5. The county in which the Articles of Incorporation of Marketing Specialists, Inc., an Alabama corporation, are filed is Jefferson County, Alabama; the county in which the Articles of Incorporation of SFS, Inc., an Alabama corporation, are filed is Shelby County, Alabama.

IN WITNESS WHEREOF, each of the corporations has duly caused these Articles of Merger to be executed by its duly authorized officers as of the 11th day of April, 1991.

MARKETING SPECIALISTS, INC.

By: Charles A. Reid
Its President

and

By: William D. Moller
Its Secretary

SFS, INC.

By: William D. Moller
Its President

and

By: Charles A. Reid
Its Secretary

MSI-GEORGIA, INC.

By: Robert J. Moller
Its President

and

By: William D. Moller
Its Secretary

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STATE OF ALABAMA)
:
JEFFERSON COUNTY)

Before me, the undersigned authority in and for said county in said State, personally appeared Charles A. Reid, who is known to me and who, being first duly sworn, does depose and say that he is the President of Marketing Specialists, Inc., an Alabama corporation, that he signed the foregoing Articles of Merger as President of said corporation and with full authority and that the statements made in the foregoing Articles of Merger are true and correct.

Charles A. Reid
Charles A. Reid

Subscribed and sworn before me on this 16 day of April, 1991, in witness whereof I hereunto subscribe my name and attach the seal of my office.

Deborah W. Reid
Notary Public
My Commission expires: 8/23/93

[NOTARIAL SEAL]

STATE OF ALABAMA)
:
JEFFERSON COUNTY)

Before me, the undersigned authority in and for said county in said State, personally appeared William D. Matthews, who is known to me and who, being first duly sworn, does depose and say that he is the President of SFS, Inc., an Alabama corporation, that he signed the foregoing Articles of Merger as President of said corporation and with full authority and that the statements made in the foregoing Articles of Merger are true and correct.

William D. Matthews
William D. Matthews

Subscribed and sworn before me on this 16 day of April, 1991, in witness whereof I hereunto subscribe my name and attach the seal of my office.

Richard W. Reed
Notary Public
My Commission expires: 8/23/91

[NOTARIAL SEAL]

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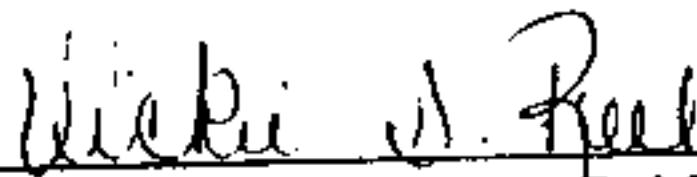
STATE OF { GA }
COBB COUNTY

Before me, the undersigned authority in and for said county in said State, personally appeared Robert J. Garrett, who is known to me and who, being first duly sworn, does depose and say that he is the President of MSI-Georgia, Inc., a Georgia corporation, that he signed the foregoing Articles of Merger as President of said corporation and with full authority and that the statements made in the foregoing Articles of Merger are true and correct.



Robert J. Garrett

Subscribed and sworn before me on this 17 day of April, 1991, in witness whereof I hereunto subscribe my name and attach the seal of my office.



Notary Public

My Commission expires: 10-14-1993

[NOTARIAL SEAL]

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger pertains to the proposed merger of MSI-Georgia, Inc., a Georgia corporation (hereinafter sometimes referred to as "MSI"), and SFS, Inc., an Alabama corporation (hereinafter sometimes referred to as "SFS"), into Marketing Specialists, Inc., an Alabama corporation (herein sometimes referred to as "Marketing Specialists") (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations"), and is adopted by each of the Constituent Corporations for the purpose of setting forth the information required or permitted to be set forth with respect to the proposed merger pursuant to § 10-2A-140 of the Code of Alabama of 1975 and Section 14-2-1107 of the Georgia Business Corporation Code. This Plan of Merger shall constitute a plan of reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and under the corporation and tax laws of such states as may be applicable.

1. **Names.** The names of the corporations proposing to merge are MSI-Georgia, Inc., SFS, Inc., and Marketing Specialists, Inc., and the name of the corporation into which they propose to merge is Marketing Specialists, Inc., which is the surviving corporation (hereinafter designated as the "Surviving Corporation").

2. **Terms and Conditions.** The terms and conditions of the proposed merger are as follows:

(a) Upon the effectiveness of the merger, MSI, SFS and Marketing Specialists shall merge into a single corporation, which corporation shall be Marketing Specialists. The separate corporate existence of MSI and SFS shall cease, and Marketing Specialists shall be the surviving corporation. The Surviving Corporation shall continue to be governed pursuant to the laws of the State of Alabama.

(b) Upon the effectiveness of the merger, the articles of incorporation of Marketing Specialists in effect immediately prior to the effectiveness of the merger shall be amended as follows:

Article IV of the articles of incorporation of Marketing Specialists shall be amended to read as follows:

"ARTICLE IV

The amount of the total authorized capital stock of the corporation shall be Fifteen Thousand Dollars (\$15,000.00) divided into twelve thousand shares of common stock of the par value of One Dollar (\$1.00) each, and thirty thousand shares of nonvoting Class A stock of the par value of ten cents (\$.10) per share.

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Holders of the common stock and nonvoting Class A stock of the Corporation shall share equally in any dividends declared by the Corporation, and upon dissolution or liquidation of the Corporation shall share equally in the distribution of any assets available for distribution to shareholders. Holders of the common stock of the Corporation shall be entitled to one vote per share on all matters presented to the shareholders, and the holders of the nonvoting Class A stock of the Corporation shall not be entitled to vote, except as may otherwise be required by law.

Holders of the capital stock of the Corporation shall be entitled to preemptive rights to acquire additional shares of capital stock of the Corporation."

As so amended, the articles of incorporation of Marketing Specialists shall be the articles of incorporation of the Surviving Corporation upon the effectiveness of the merger until amended or restated as therein or by law provided.

(c) Upon the effectiveness of the merger, the bylaws of Marketing Specialists, as the same shall exist on the date of the effectiveness of the merger, shall be the bylaws of the Surviving Corporation.

(d) Upon the effectiveness of the merger, the directors and officers of Marketing Specialists, as the same shall be on the date of the effectiveness of the merger, shall be the directors and officers of the Surviving Corporation.

3. Existing Capitalization. MSI, a Georgia corporation, has an authorized capital stock of one hundred thousand (100,000) shares of common stock, par value \$1.00 per share, of which one hundred thousand (100,000) shares are authorized to be issued, all of which are issued and outstanding. SFS, an Alabama corporation, has an authorized capital stock of ten thousand (10,000) shares of common stock, par value \$1.00 per share, of which ten thousand (10,000) shares are authorized to be issued, one thousand (1,000) of which are issued and outstanding. Marketing Specialists, an Alabama corporation, has an authorized capital stock of twelve thousand (12,000) shares of common stock, par value \$1.00 per share, of which ten thousand three hundred nineteen (10,319) are issued and outstanding and twelve thousand (12,000) shares of nonvoting Class A stock, par value \$.10 per share, of which ten thousand nine hundred thirty-eight are issued and outstanding.

4. Manner and Basis of Converting Shares. The manner and basis of converting the shares of the Constituent Corporations into shares, rights, other securities, or obligations of the Surviving Corporation shall be as follows:

Upon the effectiveness of the merger:

(a) Each one outstanding share of the common stock, par value \$1.00 per share of SFS, Inc. shall be cancelled.

(b) Each one outstanding share of the common stock, par value \$1.00 per share, of MSI held by SFS prior to the merger shall be cancelled. Each other one of the outstanding shares of the common stock, par value \$1.00 per share, of MSI and each one outstanding share of the common stock, par value \$1.00 per share, of Marketing Specialists and each one outstanding share, par value \$.10 per share, of nonvoting Class A stock of Marketing Specialists shall be converted into the following shares of common stock, par value \$1.00 per share, and nonvoting Class A stock, par value \$.10 per share, of the surviving corporation:

Shareholder	No. of Shares of MSI	No. of Shares of Marketing Specialists		No. of Shares of Surviving Corporation	
		Common	Class A	Common	Class A
William D. Matthews		3,254	2,146	3,254	5,537
Charles A. Reid		3,254	2,146	3,254	5,537
Gregory Forman		1000	460	1,000	1,418
Mark Gallivan		1000	460	1,000	1,418
Britt Howard		500	4,548	500	6,857
W. E. Weingarten		951	796	951	1,859
Larry Cain		360	382	360	819
Robert E. Miles	7,970.15				1,386
Isaac A. Watts	7,940.30				1,381
Reid H. Hopkins	7,970.15				1,386
Vickie S. Reel	298.51				52
Larry L. Miller	1,492.54				260
Barry J. Whatley	1,492.54				260
Nathan N. Benson	298.51				52
Bill R. Cates	597.02				104

(c) The one thousand (1000) shares of common stock and the four hundred sixty (460) shares of nonvoting Class A stock of Marketing Specialists held in treasury shall be cancelled.

5. Effect of Merger. When the merger provided for in this Plan of Merger is effected and consummated in accordance with the applicable provisions of the Alabama Business Corporation Act:

(a) The Surviving Corporation shall thereupon and thereafter have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under the Alabama Business Corporation Act.

(b) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed,

and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.

(c) The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations, may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

6. Time of Effectiveness. The merger provided for in this Plan shall become effective upon the filing of articles of merger required for the consummation of the merger under the laws of the State of Alabama and the State of Georgia and the issuance of a certificate of merger with respect thereto by the Secretary of State of Alabama.

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1. Deed Tax	—	—
2. ... Tax	—	—
3. ... Fee	—	25.00
4. ... Fee	—	5.00
5. ... Fee	—	—
6. ... Fee	—	—
Total	—	25.00

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Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on

May 1, 1991
Billy Joe Camp

Secretary of State
Billy Joe Camp