

FILED IN OFFICE
JUN 3 1982
10:00 Am
SECRETARY OF STATE

³⁵⁰
ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO

THOMPSON INVESTMENT CORPORATION

Pursuant to the provisions of Section 10-2A-143, Code of Alabama, the undersigned Corporations adopt the following Articles of Merger for the purpose of merging them into one of such Corporations:

FIRST: The following Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in the manner prescribed by the Alabama Business Corporation Act:

PLAN OF MERGER

This Plan of Merger and Agreement of Merger of the within-referred Corporations are made effective this 1st day of June, 1982, between the undersigned Corporations, by the appropriate officers of the said Corporations, respectively, of Thompson Investment Corporation, an Alabama Corporation (hereinafter referred to as the "Surviving Corporation") and of PPM Corporation, an Alabama Corporation, and I-65 Empire Incorporated, an Alabama Corporation (hereinafter referred to collectively as "Merging Corporations"), and between the Surviving Corporation and Merging Corporations, respectively;

W I T N E S S E T H:

WHEREAS, by agreement of more than two-thirds of the Shareholders necessary to vote for a merger of the said Corporations, the Shareholders of the Surviving Corporation and the two Merging Corporations have,

Milton E. Barker, Jr.
Attorney At Law
2069 Forestdale Blvd.
Birmingham, Alabama 35214

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respectively, approved the merger of the Corporations and the Articles of Merger to effectuate the merger and the other transactions provided for herein:

NOW, THEREFORE, it is agreed and certified as follows:

1. The Merging Corporations are to be, and hereby are, merged into the Surviving Corporation upon the terms and conditions hereinafter set forth. The Surviving Corporation is to be the resulting and continuing Corporation. The Merging Corporations are to be terminated on June 1, 1982, which is the effective date of the merger.

2. Except as superseded or modified by the terms of this Plan and Agreement, all of the provisions of the By-Laws of Thompson Investment Corporation, as heretofore amended and as in effect prior to the effective date of this merger, shall remain in full force and effect and shall constitute and govern the rights, duties, powers, authorities, and liabilities of the Surviving Corporation, from and after the merger.

3. Effective June 1, 1982, the Merging Corporations hereby transfer and assign to the Surviving Corporation all of its Corporate capital accounts, stocks and assets, including all its interest in real property, any mortgages and mortgage notes, and any other property or interests in property owned by it anywhere, and the Surviving Corporation does hereby simultaneously with said transfer and assignment assume all of the debts, liabilities and obligations of the Merging Corporations, so that the assets and liabilities of the Surviving Corporation from and after the merger shall consist of the sum of the respective assets and liabilities and capital accounts of the two Merging Corporations as of the moment of merger.

4. Effective June 1, 1982, the Surviving Corporation shall assume the PPM Corporation Purchase Money Pension Plan, as amended, and

shall maintain and administer said Plan under the name of Thompson Investment Money Purchase Pension Plan. Further Thompson Investment Corporation shall cause to be filed any and all necessary papers and forms necessary to effectuate such transfer.

The principal office and place of business of the Surviving Corporation from and after the merger shall be % Thompson Investment Corporation, 1013 Riverchase Parkway W., Birmingham, Alabama, 35244.

5. Although it shall not be necessary, for purposes of effectuating the merger provided hereby, to execute, acknowledge and deliver any separate instruments of conveyance, the parties hereto do contemplate that as may be deemed necessary or desirable to perfect the merger and the title of the Surviving Corporation to the assets of the Merging Corporations, including without limitation, any property or mortgages or mortgage notes, the Merging Corporations, through appropriate officers, may execute, acknowledge and deliver to the Surviving Corporation appropriate deeds, bills of sale and other instruments of transfer with respect to the interest in any property or interests in property and any other assets or rights owned by the Merging Corporations, subject in all cases to existing obligations and liabilities by which such assets are encumbered.

6. This Plan and Agreement contains the entire understanding of the Parties hereto with respect to its subject matter. This instrument is signed by or on behalf of the respective Corporations by the appropriate officers pursuant to the consents and approvals heretofore given by the Shareholders of each respective Corporation.

IN WITNESS WHEREOF, the undersigned Corporations, through its officers, have signed this Plan and Agreement as of the date first above written.

THOMPSON INVESTMENT CORPORATION
(Surviving Corporation)

By: Gary L Thompson
Its President

By: Dorothy P. Thompson
Its Secretary

PPM CORPORATION
(Merging Corporation)

By: Gary L Thompson
Its President

By: Dorothy P. Thompson
Its Secretary

I-65 EMPIRE INCORPORATED
(Merging Corporation)

By: Gary L Thompson
Its President

By: Dorothy P. Thompson
Its Secretary

SECOND: As to each of the undersigned Corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	ENTITLED TO VOTE AS A CLASS	
		DESIGNATION OF CLASS	NUMBER OF SHARES
THOMPSON INVESTMENT CORPORATION	1,000	Common	1,000

PPM CORPORATION	1,000	Common	1,000
I-65 EMPIRE INCORPORATED	500	Common	500

THIRD: As to each of the undersigned Corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

NAME OF CORPORATION	NUMBER OF SHARES				
	TOTAL VOTED FOR:	TOTAL VOTED AGAINST:	ENTITLED TO VOTE AS A CLASS CLASS	VOTED FOR:	VOTED AGAINST:
THOMPSON INVESTMENT CORPORATION	1,000	0	Common	1,000	0
PPM CORPORATION	1,000	0	Common	1,000	0
I-65 EMPIRE INCORPORATED	500	0	Common	500	0

FOURTH: As to each of the undersigned Corporations, the county of incorporation are, respectively, as follows:

NAME OF CORPORATION	COUNTY
THOMPSON INVESTMENT CORPORATION	JEFFERSON
PPM CORPORATION	SHELBY
I-65 EMPIRE INCORPORATED	JEFFERSON

DATED: 6/1/82

THOMPSON INVESTMENT CORPORATION

By: Mary L. Thompson

Its President

By: Dorothy P. Thompson

Its Secretary

PPM CORPORATION

By: Gary L. Thompson
Its President

By: Dorothy P. Thompson
Its Secretary

I-65 EMPIRE INCORPORATED

By: Gary L. Thompson
Its President

By: Dorothy P. Thompson
Its Secretary

STATE OF ALABAMA }
JEFFERSON COUNTY }

I, MILTON E. BARKER, JR., a Notary Public, do hereby certify that on this 1st day of June, 1982, personally appeared before me Gary L. Thompson and Dorothy P. Thompson, who, being by me first duly sworn, declared that they are the President and Secretary of THOMPSON INVESTMENT CORPORATION, that they signed the foregoing document as the President and the Secretary of the corporation, and that the statements therein contained are true.

Milton E. Barker, Jr.
NOTARY PUBLIC

STATE OF ALABAMA }
COUNTY OF SHELBY }

I, MILTON E. BARKER, Jr., a Notary Public, do hereby certify that on this 1st day of June, 1982, personally appeared before me Gary L. Thompson and Dorothy P. Thompson, who, being by me first duly sworn, declared that they are the President and Secretary of PPM CORPORATION, that they signed the foregoing document as the President and the Secretary of the corporation, and that the statements therein contained are true.


NOTARY PUBLIC

STATE OF ALABAMA }
JEFFERSON COUNTY }

I, MILTON E. BARKER, Jr., a Notary Public, do hereby certify that on this 1st day of June, 1982, personally appeared before me Gary L. Thompson and Dorothy P. Thompson, who, being by me first duly sworn, declared that they are the President and Secretary of I-65 EMPIRE INCORPORATED, that they signed the foregoing document as the President and the Secretary of the corporation, and that the statements therein contained are true.


NOTARY PUBLIC



STATE OF ALABAMA

I, Don Siegelman, 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 PPM Corporation and I-65 Empire, Inc. into Thompson Investment Corporation, all Alabama corporations

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

PPM Corporation and I-65 Empire, Inc. into Thompson Investment Corporation

and attaches hereto a duplicate original of the Articles of Merger.

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.

June 3, 1982

Date

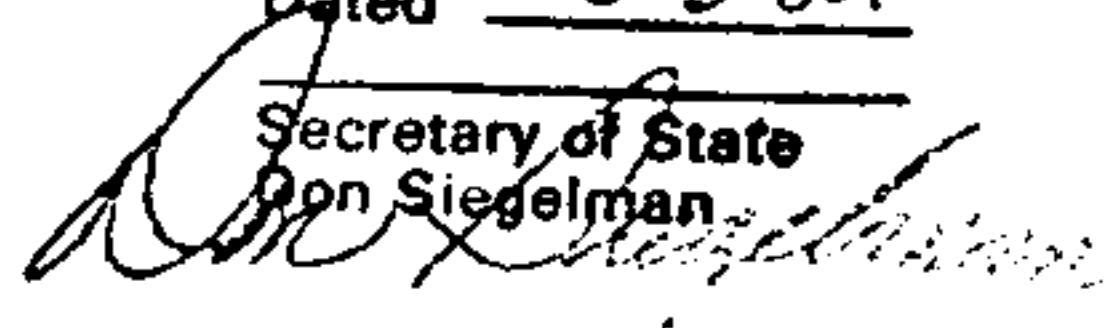
Don Siegelman

Secretary of State

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 6-3-82

Dated 6-3-82


Secretary of State
Don Siegelman

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
DOCUMENT WAS FILED
1982 JUN -9 AM 9:01


JUDGE OF PROBATE

State of Alabama

SHELBY

County

CERTIFICATE OF MERGER

OF

DOMESTIC CORPORATIONS INTO THOMPSON INVESTMENT CORPORATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of MERGER of DOMESTIC CORPORATIONS INTO-THOMPSON INVESTMENT CORP., duly signed and verified pursuant to the provisions of Section 10-2A-140 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of MERGER of DOMESTIC CORPORATIONS INTO-THOMPSON INVESTMENT CORP., and attaches hereto a duplicate original of the Articles of MERGER

GIVEN Under My Hand and Official Seal on this the 9th day of JUNE, 1982

Thomas A. Shouder, Jr.

Judge of Probate



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
DOCUMENT WAS FILED

1982 JUN -9 AM 9:01

Thomas A. Shouder, Jr.
JUDGE OF PROBATE