

P96000086603

Document Number Only

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660 East Jefferson Street
Tallahassee, FL 32301
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****105.00 ****105.00

CORPORATION(S) NAME

_____ Merger _____

RFR, Inc. (NC)

Merging:

Safas International Incorporated (FL)

Primeport, Inc. (NC)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 NOV 17 PM 4: 09

FILED

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 11/17/99
Availability 11/17/99 11/17/99
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Examiner ASR
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Acknowledgement _____
W.P. Verifier _____

RECEIVED
99 NOV 17 AM 11: 20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SAFAS INTERNATIONAL, INCORPORATED, a Florida corporation
P96000086603
PRIMEPORT, INC., a North Carolina corporation not authorized to transact
business in Florida

INTO

RFR, INC., a North Carolina corporation not qualified in Florida.

File date: November 17, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
SAFAS INTERNATIONAL, INCORPORATED, a Florida corporation, and
PRIMEPORT, INC., a North Carolina corporation,
INTO
RFR, INC., a North Carolina corporation

99 NOV 17 PM 4:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101, 607.1103, 607.1105, 607.1106 and 607.1107 of the Florida Business Corporation Act and Section 55-11-01, 55-11-03, 55-11-05, 55-11-06, and 55-11-07 of the North Carolina Business Corporation Act, the undersigned corporations hereby execute these articles of merger for the purpose of merging into a single corporation:

ARTICLE I

RFR, Inc., a North Carolina corporation (the "Surviving Corporation"), and SAFAS International, Incorporated, a Florida corporation ("SAFAS") and PrimePort, Inc., a North Carolina corporation ("PrimePort" and together with SAFAS, the "Merging Corporations") agree to merge. The Surviving Corporation shall survive the merger and shall have and operate under the name "PrimePort, Inc."

ARTICLE II

The terms and conditions of the attached Agreement and Plan of Merger (the "Plan") were advised, authorized, and approved by each corporation in the manner and by the vote required by its charter and by Title 36, Chapter 607 of the laws of the State of Florida and by Chapter 55 of the laws of the State of North Carolina, respectively. The Plan was duly approved, adopted and recommended to the shareholders of the Surviving Corporation and of the Merging Corporations by each constituent corporation's board of directors by written consents to action, each dated as of October 22, 1999. Each constituent corporation's shareholders were required to approve the merger. Such approval was accomplished by unanimous written consents, each dated as of October 22, 1999, of all of the shareholders of each corporation.

ARTICLE III

The Certificate of Incorporation of RFR, Inc. in effect at the effective date of the merger shall be the Certificate of Incorporation of the Surviving Corporation following the effective date, with these Articles of Merger effecting an amendment to Article I of the Surviving Corporation's Articles of Incorporation by replacing "RFR, Inc." with "PrimePort, Inc.," unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved.

ARTICLE IV

The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, which address, at the effective date of the merger, will be:

1 W. Pack Square, Suite 515
Asheville, NC 28801

ARTICLE V

Each shareholder of the Merging Corporations, in approving the Plan by written consent, waived any and all requirements of notice or otherwise requiring a copy of the Plan or notice of dissenters' rights to be mailed to the shareholders of the Merging Corporations.

ARTICLE VI

A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholders of any constituent corporation.

ARTICLE VII

Section 607.1107 of the Florida Business Corporation Act and Section 55-11-07 of the North Carolina Business Corporation Act each allow the merger of a corporation incorporated under the respective state's laws into or with a foreign corporation. Each of the Merging Corporations has complied with the applicable provisions of the laws of its state of incorporation governing the merger between domestic and foreign corporations, and the Surviving Corporation has complied with all applicable laws of the States of Florida and North Carolina.

ARTICLE VIII

The Surviving Corporation hereby appoints the Secretary of State of Florida as its agent for service of process in proceedings to enforce (i) any obligation of the Merging Corporations or (ii) any obligation of the Surviving Corporation arising from the merger. There were no dissenting shareholders requiring (x) the appointment of any secretary of state as agent for service of process to enforce the rights of dissenting shareholders or (y) the prompt payment to dissenting shareholders of any amount to which dissenting shareholders would be entitled.

ARTICLE IX

The Effective Date of these Articles of Merger shall be 12:01 a.m., November 5, 1999, or the time of filing, if later.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the parties hereto by their duly authorized officers this 22nd day of October, 1999.

ATTEST:

Lori Ricardo
Lori A. Ricardo, Assistant Secretary

RFR, INC., a North Carolina corporation

By: Richard F. Ricardo
Richard F. Ricardo, Chief Executive Officer

ATTEST:

Lori Ricardo
Lori A. Ricardo, Assistant Secretary

SAFAS INTERNATIONAL, INCORPORATED, a Florida corporation

By: Richard F. Ricardo
Richard F. Ricardo, Chief Executive Officer

ATTEST:

Lori Ricardo
Lori A. Ricardo, Assistant Secretary

PRIMEPORT, INC., a North Carolina corporation

By: Richard F. Ricardo
Richard F. Ricardo, Chief Executive Officer

**AGREEMENT AND PLAN OF MERGER
AMONG
SAFAS INTERNATIONAL INCORPORATED, a Florida corporation
PRIMEPORT, INC., a North Carolina corporation
AND
RFR, INC., a North Carolina corporation**

A. CORPORATIONS PARTICIPATING IN MERGER.

SAFAS International, Incorporated, a Florida corporation ("SAFAS"), and PrimePort, Inc., a North Carolina corporation ("PrimePort" and together with SAFAS, the "Merging Corporations"), and RFR, Inc., a North Carolina corporation (the "Surviving Corporation"), agree that the Merging Corporations shall merge into the Surviving Corporation.

B. NAME OF SURVIVING CORPORATION

After the merger, the Surviving Corporation will survive and have the name "PrimePort, Inc."

The Surviving Corporation shall continue to be organized under and governed by the laws of the State of North Carolina.

The principal business office of the Surviving Entity will be:

1 W. Pack Square, Suite 515
Asheville, NC 28801

C. MERGER

Pursuant to the terms and conditions of this Agreement and Plan of Merger (the "Plan"), the Merging Corporations will merge into the Surviving Corporation. Upon the merger becoming effective, the existence of the Surviving Corporation will continue, the Surviving Corporation shall succeed to all rights, assets, liabilities and obligations of the Merging Corporations, and the separate corporate existences of the Merging Corporations shall cease. The time when the merger becomes effective is hereinafter referred to as the "Effective Date."

4. THE EFFECTIVE DATE

The Effective Date shall be November 5, 1999 or the date of filing, if later.

E. CONVERSION OF OUTSTANDING STOCK.

At the Effective Date, by virtue of the merger and without any action on the part of the holders thereof:

- (a) Each share of capital stock of the Surviving Corporation and of PrimePort that is outstanding immediately prior to the Effective Date shall be canceled and retired without any payment therefor.
- (b) Each share of capital stock of SAFAS issued and outstanding immediately prior to the Effective Date shall be canceled and retired and converted into and represent the right to receive 16,899.1222 shares of common stock of the Surviving Corporation.

No fractional shares shall be issued in connection with the merger. On the Effective Date all shares of Common Stock of the Surviving Corporation that the holders of Common Stock of the Merging Corporations would be entitled to receive shall be aggregated. If a fractional amount results from such aggregation, the number of shares such holder shall be entitled to receive shall be rounded down.

F. ARTICLES OF INCORPORATION AND BYLAWS.

The Articles of Incorporation and by Bylaws of the Surviving Corporation following the Effective Date shall be the same as immediately prior to the Effective Date except that Article I of the Articles of Incorporation shall be amended to reflect the name of the corporation as "PrimePort, Inc.," unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved.

G. WAIVER OF NOTICE.

The shareholders of the Merging Corporations and the Surviving Corporation have waived all requirements of notice or otherwise requiring a copy of the Plan or notice of dissenter's rights to be mailed to the shareholders of the Merging Corporations.

H. GOVERNING LAW

This Agreement shall be governed by the laws of the Sate of North Carolina.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the parties hereto by their duly authorized representatives this 22nd day of October, 1999.

ATTEST:

Lori Ricardo

Lori A. Ricardo, Assistant Secretary

RFR, INC., a North Carolina corporation

By: Richard F. Ricardo
Richard F. Ricardo, Chief
Executive Officer

ATTEST:

Lori Ricardo

Lori A. Ricardo, Assistant Secretary

SAFAS INTERNATIONAL, INCORPORATED, a
Florida corporation

By: Richard F. Ricardo
Richard F. Ricardo, Chief
Executive Officer

ATTEST:

Lori Ricardo

Lori A. Ricardo, Assistant Secretary

PRIMEPORT, INC., a North Carolina corporation

By: Richard F. Ricardo
Richard F. Ricardo, Chief
Executive Officer