Tax 37

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 12/30/99
REQUEST NUMBER: 3786-2000
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/29/99 1101
EFFECTIVE DATE/TIME: 12/29/99 1101
CONTROL NUMBER: 0377278

TO:
MILLER MARTIN & TRABUE
1200 1ST UNON TWR.

NASHVILLE, TN 37219-2433

Instr:200001030000341 Page: 1 OF 3
REC'D FOR REC 01/03/2000 1:11:37PM
RECORD FEE: $7.00
M. TAX: $0.00 T. TAX: $0.00

RE:
NOT INCORPORATED/NOT QUAL-GENERAL PARTNERSHIP
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 12/30/99

	FEES	
RECEIVED:	$100.00	$0.00

TOTAL PAYMENT RECEIVED: $100.00

RECEIPT NUMBER: 00002587510
ACCOUNT NUMBER: 00001605

FROM:
MILLER MARTIN & TRABUE(1200 1ST UNION TW
1200 FIRST UNION TWR
150 4TH AVE., N
NASHVILLE, TN 37219-2433

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

CERTIFICATE OF MERGER
OF
SDC, LLC
INTO
PKD PARTNERSHIP

FILED

This Certificate of Merger, dated as of the 27th day of December, 1999, is being filed by the undersigned in the Office of the Secretary of State of the State of Tennessee in accordance with T.C.A. § 48-244-101 of the Tennessee Limited Liability Company Act in order to merge SDC, LLC, a Tennessee limited liability company, and PKD Partnership, a Tennessee general partnership.

1. The name, jurisdiction and date of formation or organization of each of the constituent entities are as follows:

NAME	JURISDICTION	DATE OF FORMATION
SDC, LLC	Tennessee	September 16, 1997
PKD Partnership	Tennessee	December 27, 1999

2. An Agreement and Plan of Merger has been approved and executed by the requisite action of SDC, LLC (the "Limited Liability Company") and PKD Partnership (the "General Partnership") by the approval of each of the members of the Limited Liability Company and the general partners of the General Partnership.

3. The name of the surviving partnership is PKD Partnership.

4. The effective date of the merger shall be upon the filing of this Certificate of Merger.

5. The Agreement and Plan of Merger is on file at the place of business of PKD Partnership, at the following address:

c/o William T. DeLay
115 Lynwood Terrace
Nashville, TN 37205

6. A copy of the Agreement and Plan of Merger will be furnished by PKD Partnership on request and without cost to any partner of the General Partnership or any member of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Merger as of the date first set forth above.

PKD PARTNERSHIP, a
Tennessee general partnership

William T. DeLay, general partner

Katherine H. DeLay, general partner

SDC, LLC

By: William T. DeLay

Title: Chief Manager