

of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto shall not revert or be in any way impaired by reason of this merger, PROVIDED THAT all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities, and duties of all said constituent corporations (including specifically, but not limited to, the provisions of that certain contract dated 23 March 1923 known as the Havatampa Cigar Company Royalty Contract) shall thenceforth attach to the said 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 it, including any reports and taxes which may be legally found due from any of the constituent corporations.

If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said surviving corporation, according to the terms hereof, the title to any property or rights of said constituent corporations, the proper officers and directors of said surviving corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this joint plan and agreement of merger.

The surviving corporation reserves the right to amend, alter, change or repeal any provision contained in this joint plan and agreement of merger which may be contained in the certificate of incorporation of a corporation organized under Chapter 608, Florida Statutes, 1959 in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

It is agreed that, upon and after the merger:

The surviving corporation hereby agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of either of the Constituent Cor-