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MERGER OR SHARE EXCHANGE

WilsonMiller

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Certificate of Status	1
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ARTICLES OF MERGER
Merger Sheet

MERGING:

WILKISON & ASSOCIATES, INC., a Florida corporation, L88045

INTO

WILSONMILLER, INC., a Florida entity, 190331

File date: June 26, 2002

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
OF
WILKISON & ASSOCIATES, INC., a Florida corporation
WITH AND INTO
WILSONMILLER, INC., a Florida corporation

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 2002 JUN 26 PM 4: 54

In accordance with the Florida Business Corporation Act and pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, WILKISON & ASSOCIATES, INC., a Florida corporation ("Wilkison"), and WILSONMILLER, INC., a Florida corporation ("WilsonMiller"), has adopted and submit the following Articles of Merger:

Surviving and Merging Corporation

1. These Articles of Merger are being filed to effect the merger of Wilkison with and into WilsonMiller pursuant to the provisions of § 607.1105, F.S (the "Merger").
2. WilsonMiller shall be the surviving or acquiring corporation, and Wilkison shall be the merging or acquired corporation.

Plan of Merger

3. The Plan of Merger setting forth the terms and conditions of the Merger is attached hereto as Exhibit A and incorporated herein by reference (the "Plan").

Effective Date

4. The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of Florida (the "Effective Date").

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Adoption of Plan

5. The Board of Directors of WilsonMiller properly adopted and approved the Plan on June 24, 2002 by Written Consent of Directors without a meeting pursuant to the provisions of § 607.0821, F.S.

6. Approval of the Plan by the Shareholders of WilsonMiller (the surviving corporation) was not required pursuant to the provisions of §607.1103(7), F.S.

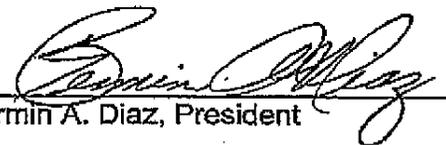
7. The Board of Directors of Wilkison properly adopted and approved the Plan on June 25, 2002 by Written Consent of Directors without a meeting pursuant to the provisions of § 607.0821, F.S.

8. The sole Shareholder of Wilkison properly adopted and approved the Plan on June 25, 2002 by Written Consent of Shareholder pursuant to the provisions of § 607.0704, F.S.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be executed as of June 26, 2002.

SURVIVING CORPORATION:

WILSONMILLER, INC.,
a Florida corporation

By: 
Fermin A. Diaz, President

[Acknowledgments and Signature Block of Wilkison to Follow on Next Page]

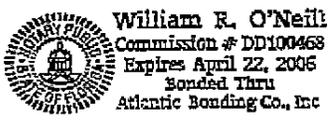
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STATE OF FLORIDA)
COUNTY OF Collier) ss:

BEFORE ME, the undersigned authority, personally appeared Fermin A. Diaz, President of WilsonMiller, Inc., a Florida corporation, and he acknowledged that he executed the foregoing Articles of Merger for the uses and purposes therein expressed. Fermin A. Diaz is () personally known to me or () presented his driver's license as identification.

WITNESS my hand and seal this 26th day of June, 2002.

(Seal)



William R. O'Neill
NOTARY PUBLIC
Name: _____
(Type or Print)
My commission expires: _____

MERGING CORPORATION:

WILKISON & ASSOCIATES, INC.,
a Florida corporation

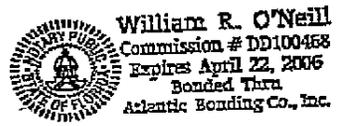
By: David S. Wilkison
David S. Wilkison, President

STATE OF FLORIDA)
COUNTY OF COLLIER) ss:

BEFORE ME, the undersigned authority, personally appeared David S. Wilkison, President of Wilkison & Associates, Inc., a Florida corporation, and he acknowledged that he executed the foregoing Articles of Merger for the uses and purposes therein expressed. David S. Wilkison is () personally known to me or () presented his driver's license as identification.

WITNESS my hand and seal this 26th day of June, 2002.

(Seal)



William R. O'Neill
NOTARY PUBLIC
Name: _____
(Type or Print)
My commission expires: _____

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PLAN OF MERGER OF
WILKISON & ASSOCIATES, INC., a Florida corporation
WITH AND INTO
WILSONMILLER, INC., a Florida corporation

1. The names of the corporations to be merged (the "Merger") are WILKISON & ASSOCIATES, INC., a Florida corporation ("Wilkison"), and WILSONMILLER, INC., a Florida corporation ("WilsonMiller").

2. WilsonMiller shall be the surviving or acquiring corporation (the "Surviving Corporation"), and Wilkison shall be the merging or acquired corporation.

3. The Merger shall be effective upon filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date"), and upon the Effective Date of the Merger, WilsonMiller shall succeed to and become the owner of all of the property and assets of any nature of Wilkison and to all of Wilkison's rights, privileges, powers, and franchises, public and private, and shall assume and be liable for all of the debts, liabilities, restrictions, disabilities and duties of Wilkison, all to the full extent provided by the Florida Business Corporation Act.

4. Upon the Effective Date of the Merger, each share of Wilkison's common stock, having \$1.00 par value, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Time into 35 shares of common stock of WilsonMiller and the right to receive \$2,100.00, as described in more detail in the Agreement and Plan of Merger entered into as of June 26, 2002, among Wilkison, WilsonMiller, and the sole shareholder of Wilkison.

5. The Articles of Incorporation of WilsonMiller shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.

6. The By-Laws of WilsonMiller shall be the By-Laws of the Surviving Corporation until amended as provided by law.

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