

335843

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

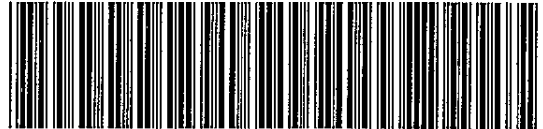
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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EFFECTIVE DATE

4/1/05

2005 MAR 29 AM 7:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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BARNES & THORNBURG

Anne Jankowski
Paralegal
(574) 237-1184
Email: anne.jankowski@btlaw.com

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100 North Michigan
South Bend, Indiana 46601-1632 U.S.A.
(574) 233-1171
Fax (574) 237-1125
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March 28, 2005

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Esslinger-Wooten-Maxwell, Inc.,
The Surviving Corporation

Filing Officer:

Enclosed for filing with your office are the following:

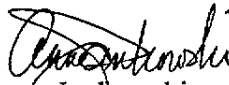
1. Articles of Merger merging J. Poole Associates, Inc., a Florida corporation, into Esslinger-Wooten-Maxwell, Inc., a Florida corporation, effective April 1, 2005.
2. Check in the amount of \$70 for filing fees for the merger.
3. Application for Registration of Fictitious Name to be filed after the merger is of record.
4. Check in the amount of \$50 for filing fees for the registration.

We are enclosing two federal express envelopes for the return of the acknowledgement copies.

Thank you for your assistance.

Sincerely,

BARNES & THORNBURG LLP


Anne Jankowski

AJ:jl
Enclosure
cc: Kimberly Thomas (w/o encl.)
Dana Strandmo (w/o encl.)

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 MAR 29 AM 7:05

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

EFFECTIVE DATE
4/1/05

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Esslinger-Wooten-Maxwell, Inc.	Florida	335843

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
J. Poole Associates, Inc.	Florida	S05880

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 04 / 01 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 25, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 25, 2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

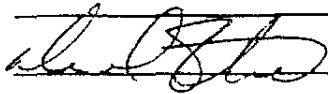
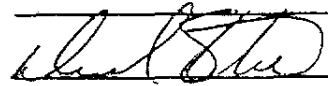
Signature

Typed or Printed Name of Individual & Title

Esslinger-Wooten-

Maxwell, Inc.

J. Poole Associates, Inc.



Dana D. Strandm
Secretary and Vice President

Dana D. Strandm
Secretary and Vice President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is made to be effective as of the 25th day of March, 2005, by and between ESSLINGER-WOOTEN-MAXWELL, INC., a Florida corporation (the "Surviving Company"), and J. POOLE ASSOCIATES, INC., a Florida corporation (the "Merging Company"), pursuant to the provisions of the Florida Business Corporation Act (the "FBCA").

RECITALS

A. All of the capital stock of the Surviving Company is owned by HomeServices of Florida, Inc.

B. All of the capital stock of the Merging Company is owned by Esslinger-Wooten-Maxwell, Inc.

C. The board of directors and sole shareholder of each of the Surviving Company and the Merging Company have determined that it is advisable and in the best interests of the Surviving Company and the Merging Company (collectively, the "Constituent Companies") that the Merging Company be merged with and into the Surviving Company upon the terms and subject to the conditions set forth in this Plan and in accordance with the FBCA.

F. The board of directors and sole shareholder of each of the Surviving Company and the Merging Company have approved and adopted this Plan.

AGREEMENTS

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the merger, the parties agree as follows:

ARTICLE 1 - DESCRIPTION OF MERGER

Section 1.1 The Merger. Pursuant to the terms and provisions of this Plan and the FBCA, the Merging Company will merge with and into the Surviving Company (the "Merger").

Section 1.2 Effective Time. The effective date and time of the Merger shall be April 1, 2005 (the "Effective Time").

Section 1.3 Survival of the Merger. At the Effective Time, the separate existence of the Merging Company shall cease and the Surviving Company shall survive the Merger and continue to be a Florida corporation.

ARTICLE 2 - EFFECT OF MERGER

Section 2.1 Articles of Incorporation. On and after the Effective Time, the Articles of Incorporation of the Surviving Company, as in effect immediately prior to the Effective Time, shall constitute the Articles of Incorporation of the Surviving Company (the "Surviving Articles"), and shall not be amended in any respect by reason of this Plan, subject always to the right of the Surviving Company to amend the Surviving Articles in accordance with the laws of the State of Florida and the Surviving Articles.

Section 2.2 Bylaws. On and after the Effective Time, the Bylaws of the Surviving Company, as in effect immediately prior to the Effective Time, shall constitute the Bylaws of the Surviving Company (the "Surviving Bylaws"), and shall not be amended in any respect by reason of this Plan, subject always to the right of the Surviving Company to alter, amend or repeal the Surviving Bylaws in accordance with the laws of the State of Florida, the Surviving Articles and the Surviving Bylaws.

ARTICLE 3 - OFFICERS

Section 3.1 Officers. On and after the Effective Time, the officers of the Surviving Company in office immediately prior to the Effective Time shall continue as the officers of the Surviving Company, each to hold office subject to the laws of the State of Florida, the Surviving Articles and Surviving Bylaws until their respective successors are duly elected and qualified or their earlier death, resignation or removal.

ARTICLE 4 - CONVERSION OF SHARES

Section 4.1 Cancellation of Merging Company's Capital Stock. At the Effective Time, all of the issued and outstanding capital stock of the Merging Company shall automatically and by operation of law be cancelled, and no payment shall be made with respect thereto.

Section 4.2 Existence of Surviving Company's Capital Stock. At the Effective Time, all issued and outstanding capital stock of the Surviving Company shall be and remain issued and outstanding capital stock of the Surviving Company.

ARTICLE 5 - SUCCESSION

Section 5.1 Succession. At the Effective Time, (a) the separate corporate existence of the Merging Company shall cease and the Surviving Company shall possess all the rights, privileges and powers and be subject to all the restrictions, liabilities and duties of each of the Constituent Companies, and (b) all property (real, personal and mixed) and all debts due to each of the Constituent Companies on whatever account or belonging to each of the Constituent Companies, shall be vested in the Surviving Company as provided in the FBCA.

ARTICLE 6 - CORPORATE ACTS

Section 6.1 Corporate Acts. From and after the Effective Time, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, the "Corporate Acts") of the Merging Company, its shareholders, directors, officers, employees and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of the Surviving Company.

ARTICLE 7 - FURTHER DOCUMENTS

Section 7.1 Further Documents. If at any time prior to the Effective Time the Surviving Company shall determine that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Company the title to any property or right of the Merging Company or otherwise to carry out the purposes of the Merger, the board of

directors and proper officers of the Merging Company shall execute and make all such proper assignments or assurances and take such other actions; and the board of directors and the proper officers of the Surviving Company are hereby authorized, in the name and on behalf of the Merging Company or otherwise, to do any of the foregoing.

ARTICLE 8- ABANDONMENT OF MERGER

Section 8.1 Abandonment, Amendment or Postponement of Merger. Notwithstanding anything in this Agreement to the contrary, this Agreement may, subject to Florida law, be abandoned, amended or postponed by the Board of Directors of the Surviving Company at any time before the Effective Time for any reason deemed appropriate by the Board of Directors of the Surviving Company, whether before or after any shareholder approval.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first above written.

ESSLINGER-WOOTEN-MAXWELL, INC.

By 
Dana D. Strandmo
Its Secretary and Vice President

J. POOLE ASSOCIATES, INC.

By 
Dana D. Strandmo
Its Secretary and Vice President