

608368

PEEK, COBB, EDWARDS & ASHTON

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1609
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399-1615

FRANK A. ASHTON
JAMES E. COBB
THOMAS S. EDWARDS, JR.
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
SARAH HELENE SHARP

March 30, 1998

JACKSONVILLE 904 / 399-1609
OCALA 904 / 867-1609
PONTE VEDRA BEACH 904 / 280-1609

FILED
MAY 11 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
George Firestone Building
Tallahassee, Florida 32314

Re: Articles of Merger

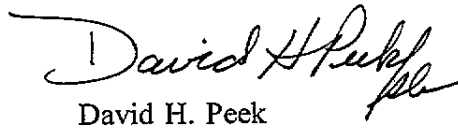
Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Merger of Almand Realty Services, Inc. into Almand Construction Company, Inc., a Florida corporation. Also enclosed is our firm's check for \$87.50 to cover the following fees:

Filing Fees	35.00
Certified Copy	<u>52.50</u>
Total Fees	\$ <u>87.50</u>

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,


David H. Peek

DHP/bkb
Enclosures
716905/85673

VS MAY 13 1998

Merger

300002473993--7
-05/12/98--01028--014
2020.00 **35.00
300002473993--7
-03/31/98--01087--004
*****87.50 *****87.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALMAND REALTY SERVICES, INC., a Florida corporation, H30950

INTO

ALMAND CONSTRUCTION COMPANY, INC., a Florida corporation, 608368

File date: May 11, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 6, 1998

DAVID H. PEEK
1301 RIVERPLACE BLVD., STE. 1609
JACKSONVILLE, FL 32207

SUBJECT: ALMAND CONSTRUCTION COMPANY, INC.
Ref. Number: 608368

We have received your document for ALMAND CONSTRUCTION COMPANY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

There is a balance of \$35 due for the certified copy of the merger you requested. The merging corporation was administratively dissolved August 23, 1996 for failure to file its 96 annual report, this corporation must reinstate before the merger can be filed, see instructions attached.

The total amount due to reinstate is \$1050.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 798A00018164

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OCALA 904 / 867-1609
PONTE VEDRA BEACH 904 / 280-1609

April 30, 1998

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
George Firestone Building
Tallahassee, Florida 32301

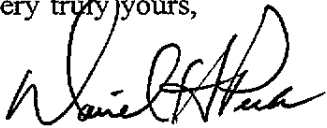
Re: Unicare, Inc.
Almand Realty Services, Inc.

Dear Madam/Sir:

Enclosed are two packages of materials which are being returned to you, together with your letter of April 6, 1998. Also enclosed is our firm's check in the amount of \$2,020.00 to cover the costs set forth in your letter. In addition, to each package I have attached a copy of the Plan of Reorganization.

I would appreciate your processing these two packages. Thank you for your courtesy.

Very truly yours,



David H. Peek

DHP/bkb
Enclosures
716905/86982

FILED
98 MAY 11 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
ALMAND REALTY SERVICES, INC.
INTO
ALMAND CONSTRUCTION COMPANY, INC.**

Pursuant to the provisions of Section 607.1105, Florida Statutes (1997), the undersigned corporations certify as follows:

1. The constituent corporations participating in this merger are Almand Construction Company, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation"), and Almand Realty Services, Inc., a Florida corporation (hereinafter referred to as the "Merging Corporation").
2. The name of the Surviving Corporation is Almand Construction Company, Inc., and is to be governed under the laws of the State of Florida.
3. A Plan of Merger was approved by the Board of Directors and Shareholders of the constituent corporations on March 27, 1998, pursuant to Section 607.1103, Florida Statutes (1997).
4. The Articles of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Articles of Incorporation of the Surviving Corporation until amended or changed pursuant to the provisions of the Florida General Corporation Act.
5. Each share of the capital stock of the Merging Corporation shall be surrendered and cancelled and exchanged for the same number of shares of the authorized capital stock of the Surviving Corporation.
6. The effective date of the merger shall be the date upon the filing of these Articles of Merger with the Secretary of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the date first written above.

SURVIVING CORPORATION:

ALMAND CONSTRUCTION
COMPANY, INC.

By: [Signature]
Amos F. Almand III
As President

Attest: [Signature]
~~Sue C. Almand~~ Amos Almand III
As Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me, this 30th day of March, 1998, by Amos F. Almand III and Sue C. Almand, the President and Secretary, respectively, of Almand Construction Company, Inc., a Florida corporation, who are either personally known to me or produced the identification described below and who did not take an oath, on behalf of the Corporation.

(SEAL)

My Commission Expires:



[Signature]
Print: Betty Hatton
Notary Public, State and County
Aforesaid.
Commission No. 660416
Personally Known
Type of Identification

MERGING CORPORATION:

ALMAND REALTY SERVICES, INC.

By: [Signature]
Amos F. Almand III
As President

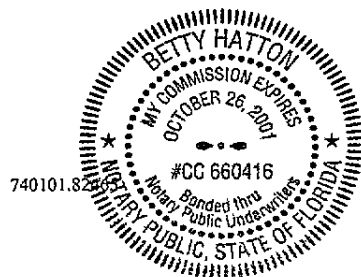
Attest: [Signature]
Amos F. Almand III
As Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me, this _____ day of March 1998, by Amos F. Almand III, the President and Secretary, of Almand Realty Services, Inc., who is either personally known to me or produced the identification described below and who did not take an oath, on behalf of the Corporation.

(SEAL)

My Commission Expires:



[Signature]
Print: BETTY HATTON
Notary Public, State and County
Aforesaid.
Commission No. 660416
Personally Known
Type of Identification

PLAN OF MERGER

The following Plan of Merger, pursuant to the provisions of Section 607.1101, Florida Statutes (1997), is made this 30th day of March, 1998, by and between ALMAND REALTY SERVICES, INC., a Florida corporation (hereinafter referred to as the "Merging Corporation") and ALMAND CONSTRUCTION COMPANY, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation").

1. The Merging Corporation shall be merged into the Surviving Corporation, and the separate existence of the Merging Corporation shall cease.

2. The merger contemplated herein shall be effective March 31, 1998, or upon the filing of the Articles of Merger with the Secretary of State of Florida, whichever is later (the "Effective Date").

3. Each share of capital stock of the Merging Corporation which is issued and outstanding on the Effective Date shall, by virtue of the merger and without any action on the part of any holder thereof, be converted into one share of the capital stock of the Surviving Corporation.

4. Each share of the Merging Corporation's capital stock which is issued and outstanding on the Effective Date, by virtue of the merger and without any action on the part of the Merging Corporation, shall be retired and cancelled.

5. Each certificate evidencing ownership of shares of the Surviving Corporation's capital stock issued and outstanding on the Effective Date or held by the Surviving Corporation

in its treasury shall continue to evidence ownership of the same number of shares of the Surviving Corporation's capital stock.

6. As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates representing shares of the capital stock of the Merging Corporation shall surrender the same to the Surviving Corporation, and shall receive in exchange a certificate or certificates representing the number of shares of the Surviving Corporation's capital stock into which the shares of the Merging Corporation's capital stock represented by the certificate or certificates so surrendered shall have been converted.

7. Until surrendered, each outstanding certificate which, prior to the Effective Date, represented capital stock of the Merging Corporation shall be deemed for all purposes, other than the payment of dividends or other distributions, to evidence ownership of the number of shares of the Surviving Corporation's capital stock into which it was converted, and no dividend or other distribution payable to holders of the Surviving Corporation's capital stock as of any date subsequent to the Effective Date shall be paid to the holders of outstanding certificates theretofore representing shares of the Merging Corporation's capital stock; provided, however, that upon surrender and exchange of such outstanding certificates there shall be paid to the record holders of the certificates issued in exchange therefor the amount, without interest thereon, of dividends and other distributions which would have been payable with respect to the shares of the Surviving Corporation's capital shares represented thereby.

8. On the Effective Date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all property, real, personal and mixed of the Merging

Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

9. The bylaws and Articles of Incorporation of the Surviving Corporation shall continue to be its bylaws and Articles of Incorporation following the Effective Date of the merger.

10. The directors and officers of the Surviving Corporation on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

11. This Plan of Merger shall be submitted for the approval of the directors and shareholders of the Merging Corporation and the Surviving Corporation.

DATED: March 30th, 1998.

SURVIVING CORPORATION:

ALMAND CONSTRUCTION
COMPANY, INC.

By: [Signature]
Amos F. Almand III
As its President

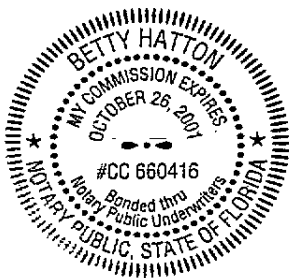
Attest: [Signature]
~~Sue C. Almand~~
As its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me, this 30th day of March, 1998, by Amos F. Almand III and Sue C. Almand, the President and Secretary, respectively, of Almand Construction Company, Inc., a Florida corporation, who are either personally known to me or produced the identification described below and who did not take an oath, on behalf of the Corporation.

(SEAL)

My Commission Expires:
10/26/01



Betty Hatton

Print: BETTY HATTON
Notary Public, State and County
Aforesaid.
Commission No. 660416
Personally Known
Type of Identification

MERGING CORPORATION:

ALMAND REALTY SERVICES, INC.

By: [Signature]
Amos F. Almand III
As President

Attest: [Signature]
Amos F. Almand III
As Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me, this 30th day of March, 1998, by Amos F. Almand III, the President and Secretary, of Almand Realty Services, Inc., who is either personally known to me or produced the identification described below and who did not take an oath, on behalf of the Corporation.

(SEAL)

My Commission Expires:

740101.82470



Betty Hatton

Print: BETTY HATTON
Notary Public, State and County
Aforesaid.
Commission No. 660416
Personally Known
Type of Identification