

Division of Corporations

Effective Date

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2/2/07

Florida Department of State
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MERGER OR SHARE EXCHANGE

THOMAS R. JONES, INC.

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Effective Date

2/2/07

**ARTICLES OF MERGER
OF
WPAC, LLC
WITH AND INTO
THOMAS R. JONES, INC.**

Pursuant to the provisions of Section 607.1109 of the Florida Statutes, the undersigned business entities hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Agreement and Plan of Merger was approved by the Board of Directors and the sole shareholder of Thomas R. Jones, Inc. on February 2, 2007 in accordance with Section 607.1108(5) of the Florida Statutes.
3. The Agreement and Plan of Merger was approved by the sole member of WPAC, LLC on February 2, 2007 in accordance with Section 608.4381 of the Florida Statutes.
4. The merger will be effective on February 2, 2007.

[Signatures on following page]

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IN WITNESS WHEREOF, the undersigned business entities have caused these Articles of Merger to be executed by their duly authorized representatives this 2nd day of February, 2007.

THOMAS R. JONES, INC.

By: 
Name: Adam S. Meyerowitz
Title: Secretary

WPAC, LLC

By: Beecher Carlson Insurance Services,
LLC, its sole member

By: 
Name: Adam S. Meyerowitz
Title: Secretary

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[Articles of Merger - TRJ/WPAC]

Exhibit A
Agreement and Plan of Merger

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[Articles of Merger - TRJ/WPAC]

AGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger, dated as of the 2nd day of February, 2007, WPAC, LLC, a Florida limited liability company, shall be merged with and into Thomas R. Jones, Inc., a Florida corporation.

SECTION 1 DEFINITIONS

1.1 Effective Date. "Effective Date" shall mean the date on which the Merger contemplated by this Agreement and Plan of Merger becomes effective pursuant to the laws of the State of Florida as determined in accordance with Section 2.2 of this Agreement and Plan of Merger.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to Thomas R. Jones, Inc., a Florida corporation, which, subsequent to the merger contemplated by this Agreement and Plan of Merger, shall continue to be known as Thomas R. Jones, Inc. in accordance with Section 2.1 of this Agreement and Plan of Merger.

1.3 Merging Company. "Merging Company" shall refer to WPAC, LLC, a Florida limited liability company.

1.4 Merger. "Merger" shall refer to the merger of the Merging Company with and into the Surviving Corporation in accordance with Section 2.1 of this Agreement and Plan of Merger.

SECTION 2 TERMS OF MERGER

2.1 Merger. In accordance with the applicable laws of the State of Florida, and subject to the terms and conditions of this Agreement and Plan of Merger, the Merging Company shall, on the Effective Date, be merged with and into Thomas R. Jones, Inc., which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Florida under the corporate name Thomas R. Jones, Inc.

2.2 Effective Date. The Merger contemplated by this Agreement and Plan of Merger shall be effective on February 2, 2007.

2.3 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as they exist on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

2.4 Bylaws. The bylaws of the Surviving Corporation as they exist on the Effective Date shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

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2.5 Board of Directors. The directors of Thomas R. Jones, Inc. shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

2.6 Officers. The officers of Thomas R. Jones, Inc. shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

SECTION 3

MANNER OF CONVERTING MEMBERSHIP INTERESTS AND SHARES

The issued and outstanding member interests of the Merging Company shall be cancelled and cease to exist by virtue of the Merger on the Effective Date. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

SECTION 4

TAX TREATMENT

For all tax purposes, the parties intend for the Merger to qualify as a tax-free transaction under Section 351 of the Internal Revenue Code of 1986, as amended, and the parties agree to file all tax returns and reports and take all tax positions (whether in the course of any tax audit, tax review, tax litigation or otherwise) consistent therewith.

SECTION 5

FURTHER ASSURANCES

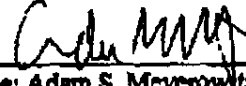
Each party to this Agreement and Plan of Merger agrees to do such things as may be reasonably requested by the other party in order more effectively to consummate or document the transactions contemplated by this Agreement and Plan of Merger.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned business entities have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

SURVIVING CORPORATION:

THOMAS R. JONES, INC.

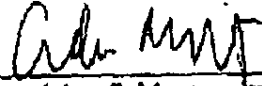
By: 

Name: Adam S. Meyerowitz

Title: Secretary

MERGING COMPANY:

WPAC, LLC

By: Beecher Carlson Insurance Services,
LLC, its sole memberBy: 

Name: Adam S. Meyerowitz

Title: Secretary

[Signature Page - Agreement and Plan of Merger]

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