

F88633

12-28-00 04:57pm

From-JOHNSON, BLAKELY

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T-105 P.01/03 F-902

Florida Department of State
Division of Corporations
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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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MERGER OR SHARE EXCHANGE

LEE ARNOLD & ASSOCIATES, INC.

Certificate of Status	1
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ARTICLES OF MERGER
Merger Sheet

MERGING:

COLLIERS ARNOLD MANAGEMENT, INC., a Florida corp., P98000080801

INTO

LEE ARNOLD & ASSOCIATES, INC., a Florida entity, F88633

File date: December 29, 2000

Corporate Specialist: Susan Payne

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES AND PLAN OF MERGER
OF
COLLIERS ARNOLD MANAGEMENT, INC., a Florida corporation,
INTO
LEE ARNOLD & ASSOCIATES, INC., a Florida corporation

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Articles and Plan of Merger were adopted by the Directors and Shareholders of LEE ARNOLD & ASSOCIATES, INC., a Florida corporation (the "Surviving Corporation"), on December 22, 2000, and was adopted by the Directors and Stockholders of COLLIERS ARNOLD MANAGEMENT, INC., a Florida Corporation (the "Merging Corporation"), December 22, 2000.

SECOND: The effective date of these Articles of Merger shall be 5:00 P.M., December 22, 2000, ("Effective Date"). On the Effective Date, the following actions will occur:

- a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.
- b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding 100,000 shares of common stock of the Surviving Corporation the stockholders of Surviving Corporation prior to the Merger, shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.
- d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

Prepared by:
Peter A. Rivellini, Esquire
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
FL Bar No. 0067156

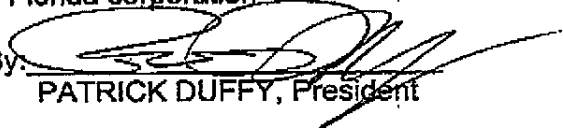
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These Articles Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes.

Signed this 22nd day of December, 2000.

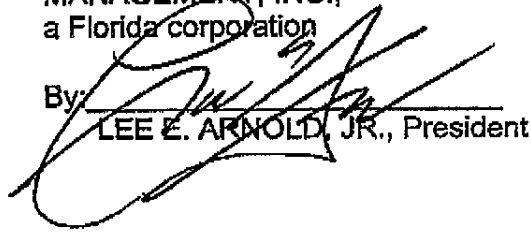
SURVIVING CORPORATION:

LEE ARNOLD & ASSOCIATES, INC.,
a Florida corporation

By: 
PATRICK DUFFY, President

MERGING CORPORATION:

COLLIERS ARNOLD
MANAGEMENT, INC.,
a Florida corporation

By: 
LEE E. ARNOLD, JR., President