G96918

FILING COVER SHEET

REFERENCE: 0150.4942

DATE: 12-22-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Gateway Holding Corporation

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PLEASE FILE:

( ) ARTICLES OF INC. ( ) AMENDMENT ( ) DISSOLUTION

( ) ANNUAL REPORT (X) MERGER ( ) WITHDRAWAL

( ) QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT

( ) FICTITIOUS NAME ( ) LIMITED LIABILITY ( ) REINSTATEMENT

( ) TRADEMARK/SERVICE ( ) UCC-1 ( ) UCC-3

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merger
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SP

ARTICLES OF MERGER
Merger Sheet

MERGING:

GATEWAY HOLDING CORPORATION, a FL corp., #P94000060857

INTO

NETWORK FINANCIAL CORPORATION, a Florida corporation, G96918

File date: December 22, 1998

Corporate Specialist: Susan Payne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

OF

GATEWAY HOLDING CORPORATION, a Florida corporation

INTO

NETWORK FINANCIAL CORPORATION, a Florida corporation

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, GATEWAY HOLDING CORPORATION, a Florida corporation ("Gateway"), and NETWORK FINANCIAL CORPORATION, a Florida corporation ("Network"), adopt the following Articles of Merger for the purpose of merging Gateway with and into Network.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between Network and Gateway was adopted by (i) the Board of Directors and the sole shareholder of Network on December 18, 1998 and (ii) the Board of Directors and the sole shareholder of Gateway on December 18, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 18th day of December, 1998.

GATEWAY HOLDING CORPORATION

Roy Tanis

Roy Tanis, President

NETWORK FINANCIAL CORPORATION

Roy Tanis

Roy Tanis, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 18, 1998, between GATEWAY HOLDING CORPORATION, a Florida corporation ("Gateway"), and NETWORK FINANCIAL CORPORATION, a Florida corporation ("Network" or the "Surviving Corporation").

WHEREAS, Network and Gateway desire to effect the statutory merger of Gateway with and into Network, with Network to survive such merger.

1. **Constituent Corporations**. Network and Gateway shall be parties to the merger (the "Merger") of Gateway with and into Network.

2. **Terms and Conditions of Merger**. Gateway (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into Network, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares**. Upon the Effective Date, all outstanding shares of common stock, $1.00 par value per share, of Gateway issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, $1.00 par value per share, of Network shall for all purposes be deemed to evidence the ownership of the same number of shares of Network as outstanding immediately prior to the Effective Date.

4. **Articles of Incorporation**. The Amended and Restated Articles of Incorporation of Network attached hereto as Schedule A shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws**. The Bylaws of Network as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers**. The directors and officers of Network in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date**. The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger**. The Board of Directors of Network and Gateway are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

GATEWAY HOLDING CORPORATION

By: Roy Tanis

Roy Tanis, President

NETWORK FINANCIAL CORPORATION

By: Roy Tanis

Roy Tanis, President

SCHEDULE A

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

NETWORK FINANCIAL CORPORATION

ARTICLE I

The name of the corporation is NETWORK FINANCIAL CORPORATION (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Suite 600, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having $1.00 par value per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office is 1221 Brickell Avenue, Suite 600, Miami, Florida 33131 and the name of its registered agent at such office is Laurence Meyerson.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1a. The name of the corporation is: Network Financial Corporation

1b. The mailing address of the corporation is : 1221 Brickell Avenue, Suite 600, Miami, Florida 33131

1c. Date of incorporation: 04/19/84 Document number: G96918

2. The name and address of the current registered agent and office:

Leonard E. Zedeck
1820 N.E. 163rd Street
North Miami Beach, Florida

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Laurence Meyerson
1221 Brickell Avenue, Suite 600
Miami, Florida 33131

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Roy Tanis
(Signature of an officer, chairman or vice chairman of the board)

December 18, 1998
(Date)

Roy Tanis, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

December 18, 1998
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045(11/94)

FILING FEE: $35.00