



H 13837

FILED
00 OCT 31 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 881675 11440A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 31, 2000

ORDER TIME : 10:56 AM

ORDER NO. : 881675-005

CUSTOMER NO. : 11440A

CUSTOMER: Ms. Stephenie A. Fenton
Roman & Roman, P.a.
Suite #1
2196 Main Street
Dunedin, FL 34698

700003445777--3
-10/31/00--01034--017
*****8.75 *****8.75

700003445777--3
-10/31/00--01034--016
*****70.00 *****70.00

ARTICLES OF MERGER

ROMAN ROMAN & ROMAN, P.A.

INTO

ROMAN & ROMAN, P.A.

G. COULLETTE OCT 31 2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS: _____

RECEIVED
DIVISION OF CORPORATIONS
00 OCT 31 AM 11:26
TO AGENT FOR FILING
SUFFICIENT FOR FILING

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROMAN ROMAN & ROMAN, P.A., OF PASCO COUNTY, FLORIDA, D99000111177

INTO

ROMAN & ROMAN, P.A., a Florida entity, H13837

File date: October 31, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Roman Roman & Roman, P.A., of Pasco County, Florida, into Roman & Roman, P.A.:

1. The names of the corporations which are parties to the merger are Roman Roman & Roman, P.A., of Pasco County, Florida, and Roman & Roman, P.A. Roman & Roman, P.A., is the surviving corporation.

2. The following plan of merger ("Merger Agreement") was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act. The terms of the merger are set forth in the copy of the Merger Agreement attached hereto as Exhibit "A".

3. As of each of the undersigned corporations, the number of shares outstanding and the number of shares entitled to vote are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Roman Roman & Roman, P.A. of Pasco County, Florida	300	300
Roman & Roman, P.A.	3000	3000

FILED
00 OCT 31 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan are as follows:

5. The date of adoption of the plan of merger is October 30,2000.

<u>Name of Corporation</u>	<u>Total Voted for</u>	<u>Total Voted Against</u>
Roman Roman & Roman, P.A. of Pasco County, Florida	300	0
Roman & Roman, P.A.	3000	0

SECTION 7: APPROVAL BY SHAREHOLDERS

This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the state of Florida.

SECTION 8: EFFECTIVE DATE OF MERGER

The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

SECTION 9: ABANDONMENT OF MERGER

The plan of merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporation at any time prior to the effective date of this merger.

SECTION 10: EXECUTION OF AGREEMENT

This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective Boards of Directors on the date first above-written

**ROMAN ROMAN & ROMAN, P.A.,
of Pasco County, Florida**

By: _____

Thomas A. Roman, President

Dated 10/30/00

Witness

Witness

ATTEST: _____

Paula C. Roman, Secretary

ROMAN & ROMAN, P.A.

By: _____

Thomas A. Roman, President

Dated 10/30/00

Witness

Witness

ATTEST: _____

Paula C. Roman, Secretary

ROMAN, ROMAN & ROMAN, P.A.,
of Pasco County, Florida

[Signature]
Witness

By: [Signature]
Thomas A. Roman, President

[Signature]
Witness

Dated 10/30/00

ATTEST: [Signature]
Paula C. Roman, Secretary

ROMAN & ROMAN, P.A.

[Signature]
Witness

By: [Signature]
Thomas A. Roman, President

[Signature]
Witness

Dated 10/30/00

ATTEST: [Signature]
Paula C. Roman, Secretary

Plan
&
1

EXHIBIT
A

MERGER AGREEMENT

This Merger Agreement dated October 30, 2000, is made by and between ROMAN ROMAN & ROMAN, P.A., of Pasco County, Florida, and ROMAN & ROMAN, P.A.

Recitals

A. ROMAN ROMAN & ROMAN, P.A., of Pasco County, Florida, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2196 Main Street, Suite L, Dunedin, Florida, and is qualified to transact business as a corporation in the state of Florida.

B. ROMAN & ROMAN, P.A., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2196 Main Street, Suite L, Dunedin, Florida 34698, and is qualified to do business as a corporation in the State of Florida.

C. ROMAN ROMAN & ROMAN, P.A., of Pasco County, Florida, has a capitalization of 1000 shares of common stock with a par value of \$1.00 per share of which 300 shares are issued and outstanding.

D. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that ROMAN ROMAN & ROMAN, P.A., of Pasco County, Florida, be merged into ROMAN & ROMAN, P.A., pursuant to the provisions of Section 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of applicable provisions of the Internal Revenue Code.

In consideration of the foregoing recitals, set forth, the constituent corporations agree as follows:

SECTION 1: MERGER

ROMAN, ROMAN & ROMAN, P.A., of Pasco County, Florida, which shall be the absorbed corporation shall merge with and in to ROMAN & ROMAN, P.A., which shall be the surviving corporation.

SECTION 2: TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION 3: CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation in to shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 par value common stock of ROMAN ROMAN & ROMAN, P.A., of Pasco County, Florida which are issued and outstanding on the effective date of the merger shall be converted into 1 share of the \$1.00 par value common stock of ROMAN & ROMAN, P.A., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue an exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until such certificates have been issued to such shareholders. Thereafter each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

SECTION 4: CHANGES IN ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of the surviving corporation, ROMAN & ROMAN, P.A., shall continue to be its Articles of Incorporation and Bylaws following the effective date of the merger with no amendments or changes.

SECTION 5: DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation ROMAN & ROMAN, P.A., on the effective date of the merger 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.

SECTION 6: PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.