

H14139



Kendall J. Phillips
Steve Ziskinder
Jack Gale (Retired)

March 31, 1998

The Historic Boston House
239 S. Indian River Drive
Ft. Pierce, Florida 34950
561-466-8000 • Fax: 561-468-1833

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Phillips, Gale, Ziskinder, P.A.

Dear Sir or Madam:

Enclosed please find this Firm's draft in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) Dollars together with its original Articles of Merger of Phillips, Gale, Ziskinder, P.A. and Plan of Merger for filing with the Division of Corporations (\$70.00 filing fee).

Once these documents have been filed, please forward a certified copy to our office for our records (\$52.50 fee).

We look forward to receiving your acknowledgment and the certified copies of these documents.

Thank you.

Very truly yours,

PHILLIPS GALE ZISKINDER, P.A.

By: Kendall J. Phillips
Kendall J. Phillips
For the Firm

/cdm

Enclosures

16-Amend.003-cdm

FILED
98 APR -2 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

APR 6 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

KENDALL J. PHILLIPS, P.A., a Florida corporation, G82664.

INTO

PHILLIPS, GALE, ZISKINDER, P.A. which changed its name to
PHILLIPS & ZISKINDER, P.A., a Florida corporation, H14139

File date: April 2, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF
MERGER OF
PHILLIPS, GALE, ZISKINDER, P.A.

FILED
98 APR -2 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

1. The names of the corporations which are parties to the within merger are KENDALL J. PHILLIPS, P.A., and PHILLIPS, GALE, ZISKINDER, P.A.. PHILLIPS, GALE, ZISKINDER, P.A., is the surviving corporation. Pursuant to the following plan of merger, Section 4, changes in articles of incorporation, the name of the surviving corporation is amended to PHILLIPS & ZISKINDER, P.A..

2. On March 2, 1998 the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: The plan of merger and amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval. Only one voting group entitled to vote did vote on these issues.

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

PHILLIPS, GALE, ZISKINDER, P.A.	1 Class	1500 Shares Issued
KENDALL J. PHILLIPS, P.A.	1 Class	500 Shares Issued

4. As to each of the undersigned corporations all shareholders voted for the plan. The number of votes cast for the amendments were sufficient for approval. Only one voting group entitled to vote did vote on the plan and amendments.

Dated this 2nd day of March 1998.

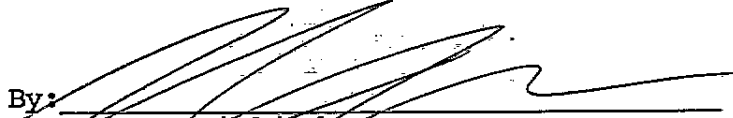
PHILLIPS, GALE, ZISKINDER, P.A.

By: Kendall J. Phillips
Kendall J. Phillips
Director/President/Shareholder

ACKNOWLEDGEMENT


I, KENDALL J. PHILLIPS, hereby acknowledge under penalties of perjury that, as President of PHILLIPS, GALE, ZISKINDER, P.A., I signed the above Articles of Merger of PHILLIPS, GALE, ZISKINDER, P.A., for the purposes expressed herein and that, to the best of my knowledge, the statements contained in said Articles of Merger are true and correct.


KENDALL J. PHILLIPS President

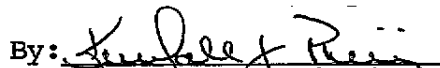
By: 
Steven Ziskinder
Director/Vice-President/Secretary/
Treasurer/Shareholder

ACKNOWLEDGEMENT

I, STEVEN ZISKINDER, hereby acknowledge under penalties of perjury that, as Vice-President of PHILLIPS, GALE, ZISKINDER, P.A., I signed the above Articles of Merger of PHILLIPS, GALE, ZISKINDER, P.A., for the purposes expressed herein and that, to the best of my knowledge, the statements contained in said Articles of Merger are true and correct.


STEVEN ZISKINDER, Vice-President

KENDALL J. PHILLIPS, P.A.


By: 
Kendall J. Phillips
Director/President/Shareholder

ACKNOWLEDGEMENT

I, KENDALL J. PHILLIPS, hereby acknowledge under penalties of perjury that, as President of KENDALL J. PHILLIPS, P.A., I signed the above Articles of Merger of KENDALL J. PHILLIPS, P.A., for the purposes expressed herein and that, to the best of my knowledge, the statements contained in said Articles of Merger are true and correct.


KENDALL J. PHILLIPS, President

By:


Steven Ziskinder
Director/Vice-President/Secretary/
Treasurer/Shareholder

ACKNOWLEDGEMENT

I, STEVEN ZISKINDER, hereby acknowledge under penalties of perjury that, as Vice-President of KENDALL J. PHILLIPS, P.A., I signed the above Articles of Merger of KENDALL J. PHILLIPS, P.A., for the purposes expressed herein and that, to the best of my knowledge, the statements contained in said Articles of Merger are true and correct.


STEVEN ZISKINDER, Vice-President

PLAN OF MERGER

Plan of merger dated March 31ST, 1998 between PHILLIPS, GALE, ZISKINDER, P.A., referred to as the surviving corporation, and KENDALL J. PHILLIPS, P.A., referred to as the absorbed corporation.

STIPULATIONS

A. PHILLIPS, GALE, ZISKINDER, P.A., is a corporation organized under Sections 607 and 621 et. seq. Florida Statutes and existing under the laws of the State of Florida, with its principal office at The Historic Boston House, 239 South Indian River Drive, Fort Pierce, St. Lucie County, Florida.

B. PHILLIPS, GALE, ZISKINDER, P.A., has a capitalization of One Thousand Five Hundred authorized shares of \$1.00 common stock, of which One Thousand Five Hundred shares are issued and outstanding.

C. KENDALL J. PHILLIPS, P.A., is a corporation organized under Florida Statute Sections 607 and 621 et. seq. and existing under the laws of the State of Florida, with its principal office at The Historic Boston House, 239 South Indian River Drive, Fort Pierce, St. Lucie County, Florida.

D. KENDALL J. PHILLIPS, P.A., has a capitalization of Five Hundred authorized shares of \$1.00 common stock, of which Five Hundred shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that KENDALL J. PHILLIPS, P.A., be merged into PHILLIPS, GALE, ZISKINDER, 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 Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. KENDALL J. PHILLIPS, P.A., shall merge with and into PHILLIPS, GALE, ZISKINDER, P.A., which shall be the surviving corporation.

Section Two. 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 then 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 Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

The conversion shall be effected as follows: 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 the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation PHILLIPS, GALE, ZISKINDER, P.A., are amended and changed as follows:

Pursuant to the provisions of Section 607.1006 Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I, reading as follows: "The name of this corporation shall be PHILLIPS, GALE, ZISKINDER, P.A.," is amended

to read as follows: "The name of this corporation shall be PHILLIPS & ZISKINDER, P.A.."

SECOND: The date of each amendments adoption is March 2, 1998.

THIRD: Article III, authorizing the issuance of One Thousand Five Hundred shares of \$1.00 par value commonstock is amended to increase the authorized number of common shares to Two Thousand retaining a par value of \$1.00 per share.

FOURTH: Adoption of Amendments: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval. Only one voting group entitled to vote did vote on these amendments.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation PHILLIPS & ZISKINDER, P.A., shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation PHILLIPS & ZISKINDER, 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 qualify.

Section Seven. 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, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

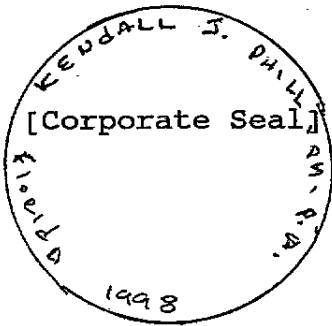
Section Eight. Approval by Shareholders. This plan of merger has been approved by the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

Section Ten. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each 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 board of directors on the date first written above.

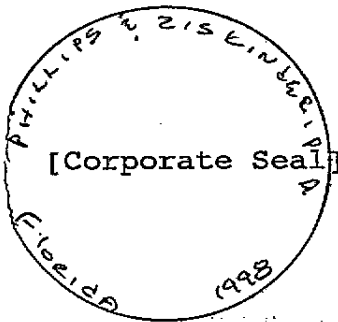
KENDALL J. PHILLIPS, P.A.
(absorbed corporation)



By: *Kendall J. Phillips*
Kendall J. Phillips
Director/President/Shareholder

By: *Steven Ziskinder*
Steven Ziskinder
Director/Vice-President/Secretary/
Treasurer/Shareholder

PHILLIPS & ZISKINDER, P.A.
(surviving corporation)



By: *Kendall J. Phillips*
Kendall J. Phillips
Director/President/Shareholder

By: *Steven Ziskinder*
Steven Ziskinder
Director/Vice-President/Secretary/
Treasurer/Shareholder

RESOLUTION OF BOARD OF DIRECTORS
ADOPTING PLAN OF MERGER

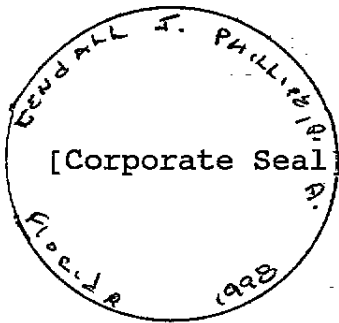
Since there has been presented to and discussed at this meeting of the board of directors of KENDALL J. PHILLIPS, P.A., a proposed plan providing for the merger of the corporation with PHILLIPS, GALE, ZISKINDER, P.A., and KENDALL J. PHILLIPS, P.A., a copy of which plan the secretary is directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

Since it is deemed in the best interest of the corporation and its shareholders that this corporation merge according to the terms of such plan; it is

Resolved, that the merger of this corporation with PHILLIPS, GALE, ZISKINDER, P.A., and the terms and conditions of the proposed plan for carrying the merger into effect are adopted and approved;

Further resolved that the appropriate officers of this corporation are authorized and directed to executed all documents and to take all actions that they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

KENDALL J. PHILLIPS, P.A.



By: *Kendall J. Phillips*
Kendall J. Phillips
Director/President/Shareholder

By: *Steven Ziskinder*
Steven Ziskinder
Director/Vice-President/Secretary/
Treasurer/Shareholder

RESOLUTION OF BOARD OF DIRECTORS
ADOPTING PLAN OF MERGER

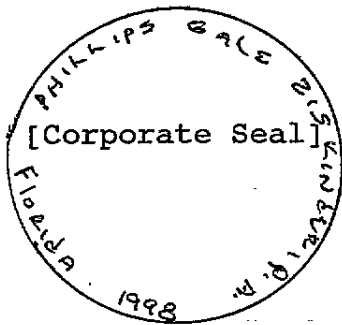
Since there has been presented to and discussed at this meeting of the board of directors of PHILLIPS, GALE, ZISKINDER, P.A., a proposed plan providing for the merger of the corporation with KENDALL J. PHILLIPS, P.A., and PHILLIPS, GALE, ZISKINDER, P.A., a copy of which plan the secretary is directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

Since it is deemed in the best interest of the corporation and its shareholders that this corporation merge according to the terms of such plan; it is

Resolved, that the merger of this corporation with KENDALL J. PHILLIPS, P.A., and the terms and conditions of the proposed plan for carrying the merger into effect are adopted and approved;

Further resolved that the appropriate officers of this corporation are authorized and directed to executed all documents and to take all actions that they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

PHILLIPS, GALE, ZISKINDER, P.A.



By: *Kendall J. Phillips*
Kendall J. Phillips
Director/President/Shareholder

By: *Steven Ziskinder*
Steven Ziskinder
Director/Vice-President/Secretary/
Treasurer/Shareholder