

J 81170

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MATONIS, MACDERMOTT, SORICH & COMPANY

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Mergers
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LENTZ-GOODMAN GROUP, INC., a Florida corporation, document number
P96000012635

INTO

MATONIS, MACDERMOTT, SORICH & COMPANY, a Florida entity, J81170.

File date: December 23, 1999 , effective December 31, 1999

Corporate Specialist: Karen Gibson

GREENBERG
ATTORNEYS AT LAW
TRAURIG

Transmittal Cover Sheet

TO Division of Corporations, (((H99000032870 0)))

Fax Number 850-922-4000

FROM Anthony V. Varrone, Corporate Paralegal

Message:

Enclosed for filing, please find articles and plan of merger for Matonis, Macdermott, Sorich & Company.

Please file today. Thanks.

Date December 22, 1999

Time 4:30

No. Pages Including this cover sheet ~~11~~ 9

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
LENTZ-GOODMAN GROUP, INC.
a Florida corporation

INTO

MATONIS, MACDERMOTT, SORICH & COMPANY
a Florida corporation

EFFECTIVE DATE
12-31-99

Pursuant to Florida Statutes Section 607.1105 entitled "Articles of Merger or share exchange," the undersigned corporations hereby adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit "A" was adopted by the board of directors and shareholders of LENTZ-GOODMAN GROUP, INC., a Florida corporation (the "Merged Corporation"), on December 22, 1999. The Plan of Merger was adopted by the Board of Directors and shareholders of MATONIS, MACDERMOTT, SORICH & COMPANY, a Florida corporation (the "Surviving Corporation"), on December 22, 1999.

SECOND: The Effective Date and Time of these Articles of Merger shall be December 31, 1999.

THIRD: At the Effective Date, the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").
- b. The Articles of Incorporation and Bylaws 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 and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.
- c. All of the shares of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall automatically be converted into such number of shares of the Surviving Corporation as set forth in the attached Plan of Merger.

CH 990000328700;

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 22nd day of December, 1999.

MERGED CORPORATION:

**LENTZ-GOODMAN GROUP, INC., a
Florida corporation**

By: _____

Name: George Goodman

Title: Vice President

SURVIVING CORPORATION:

**MATONIS, MACDERMOTT, SORICH
& COMPANY, a Florida corporation**

By: _____

Name: Michael S. Sorich

Title: Vice President

(#990000328700)

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

by and between

LENTZ-GOODMAN GROUP, INC.,
a Florida corporation

and

MATONIS, MACDERMOTT, SORICH & COMPANY
a Florida corporation

with

MATONIS, MACDERMOTT, SORICH & COMPANY
a Florida corporation
as the Surviving Corporation

December 22, 1999

(#99 0000 32870 0)

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This Table of Contents is for convenience and reference only, and does not serve to define or expand the terms and conditions of this Agreement.

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") was made and entered into this 22nd day of December, 1999 by and among:

LENTZ-GOODMAN GROUP, INC., a Florida corporation with its principal office located at: 1501 West Colonial Drive, Orlando, Florida 32804 (hereinafter referred to as the "**Merging Corporation**")

and

MATONIS, MACDERMOTT, SORICH & COMPANY, a Florida corporation, with its principal office located at: 17 South Magnolia Avenue, Orlando, Florida 32801 (hereinafter referred to as the "**Surviving Corporation**").

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by their respective Board of Directors and Shareholders, the Merging Corporation and the Surviving Corporation have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Florida Statutes Sections 607.1101 entitled "Merger" and 607.1105 entitled "Articles of Merger or share exchange", as amended;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

1. **MERGER**. The Merging Corporation and the Surviving Corporation agree that Merging Corporation shall be merged with and into the Surviving Corporation, as a single and Surviving Corporation, upon the terms and conditions set forth in this Agreement and that the Surviving Corporation shall continue under the laws of the State of Florida as the Surviving Corporation.

2. **SURVIVING CORPORATION**. On and after the effective date (as defined below) of the Merger:

(a) The Surviving Corporation shall be the surviving corporation, and shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations of such Surviving Corporation as are provided by the Florida Statutes.

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(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Corporation as the Surviving Corporation.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are the following:

(a) **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation.

(b) **By-Laws.** The By-Laws of the Surviving Corporation shall continue as the By-Laws of the Surviving Corporation.

(c) **Directors.** The Surviving Corporation shall retain the same Directors who shall serve until their successors are duly elected and qualified under the By-Laws of the Surviving Corporation.

4. **MANNER AND BASIS OF CONVERTING SHARES INTO SURVIVING CORPORATION.** The issued and outstanding shares of the Merging Corporation shall be converted into shares of the Surviving Corporation as follows. Each share of issued and outstanding common stock of the Merging Corporation shall be converted into that number of shares constituting forty percent (40%) of the issued and outstanding shares of the Surviving Corporation. All remaining shares of common stock of the Merging Corporation shall be redeemed and canceled. No fractional shares shall be allowed to exist. In the event of a fractional shares, such fractional share shall be redeemed and canceled by the Surviving Corporation without liability to the holder of such fractional share.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective board of directors and shareholders of the Merging Corporation and the Surviving Corporation. Subsequent to the execution of this Agreement by the appropriate officers of the Merging Corporation and the Surviving Corporation, the proper officers of the Merging Corporation and the Surviving Corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on December 31, 1999.

**THE REMAINING PORTION OF THIS PAGE HAS BEEN
INTENTIONALLY LEFT BLANK; SIGNATURES BEGIN ON THE FOLLOWING PAGE.**

(499 0000 32870 07)


IN WITNESS WHEREOF, LENTZ-GOODMAN GROUP, INC. and MATONIS, MACDERMOTT, SORICH & COMPANY have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.

CONSTITUENT ENTITIES:

LENTZ-GOODMAN GROUP, INC.
a Florida corporation


By: 
Print Name: George Goodman
Title: Vice President

MATONIS, MACDERMOTT, SORICH & COMPANY
a Florida corporation

By: 
Print Name: Michael S. Sorich
Title: Vice President

SURVIVING CORPORATION:

MATONIS, MACDERMOTT, SORICH & COMPANY
a Florida corporation

By: 
Print Name: Michael S. Sorich
Title: Vice President