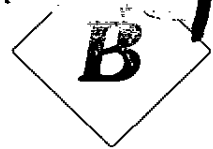


K80263



J.M. Berenguer & Associates  
Dedicated to Insurance Solutions

August 5, 1998

800002610248--5  
-08/07/98--01028--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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


SUBJECT: MERGER OF J.M. BERENGUER AND ASSOCIATES, INC. &  
BERENGUER CONSULTING, INC.

Dear Sir or Madam:

I am enclosing the original (and one copy) of the Articles of Merger and Plan of Merger for the above captioned corporations along with our check #1261 in the amount of \$70.00 (filing fee). Please file the original and return a stamped copy to my attention.

If you have any questions, please do not hesitate to call me.

Sincerely,

  
Jose M. Berenguer, III, J.D.

FILED  
98 AUG 10 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Carmen GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ADD Exhibit A  
DATE 8/13  
DOC. EXAM. CB

*Handwritten notes:*  
Berenguer  
CB  
8/13

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

BERENGUER CONSULTING, INC., a Florida corporation, document number  
P95000039587

INTO

**J.M. BERENGUER AND ASSOCIATES, INC.**, a Florida corporation, K80263.

File date: August 10, 1998

Corporate Specialist: Karen Gibson

FILED  
98 AUG 10 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
BERENGUER CONSULTING, INC., a Florida Corporation,  
into  
J. M. BERENGUER AND ASSOCIATES, INC. a Florida Corporation

ARTICLES OF MERGER/SHARE EXCHANGE between J. M. BERENGUER AND ASSOCIATES, INC., a Florida corporation ("SURVIVING CORPORATION") and BERENGUER CONSULTING, INC., a Florida corporation ("DISAPPEARING CORPORATION").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") BERENGUER CONSULTING, INC and J. M. BERENGUER AND ASSOCIATES, INC. adopt the following Articles of Merger

1. The Agreement and Plan of Merger dated July 6, 1998 ("Plan of Merger"), between Surviving Corporation and Disappearing Corporation was approved and adopted by the shareholders of Surviving Corporation on July 6, 1998 and was adopted by the shareholders of Disappearing Corporation on July 6, 1998.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of BERENGUER CONSULTING, INC stock will be acquired by means of a merger of BERENGUER CONSULTING, INC into J. M. BERENGUER AND ASSOCIATES, INC. WITH J.M. BERENGUER AND ASSOCIATES, INC. The Surviving Corporation ("Merger").

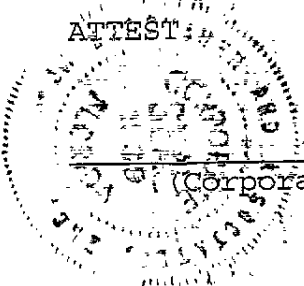
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 6<sup>th</sup> day of July 1998.

ATTEST:

J.M. BERENGUER AND ASSOCIATES, INC.  
a Florida corporation

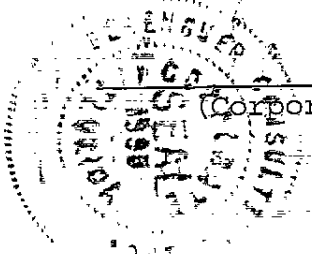


By: \_\_\_\_\_

*[Signature]*  
Jose M. Berenguer, Jr.  
Vice President

ATTEST:

BERENGUER CONSULTING, INC.  
a Florida corporation



By: \_\_\_\_\_

*[Signature]*  
Jose M. Berenguer, III  
President

EXHIBIT A  
PLAN OF MERGER

Merger between J.M. BERENGUER AND ASSOCIATES, INC., a Florida Corporation, (the "Surviving Corp.") and BERENGUER CONSULTING, INC., a Florida Corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for two (2) shares of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. No Former holders of Disappearing Corp. have fractional shares.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in

Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

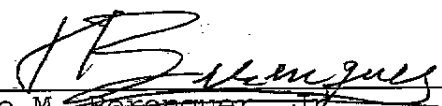
8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger, this 6th<sup>th</sup> day of July, 1998.

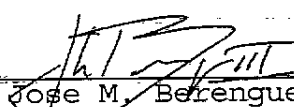
By: \_\_\_\_\_ Corporate Seal--

By: \_\_\_\_\_

  
Jose M. Berenguer, Jr.  
Vice President  
J. M. BERENGUER AND  
ASSOCIATES, INC., a Florida  
Corporation

By: \_\_\_\_\_ Corporate Seal--

By: \_\_\_\_\_

  
Jose M. Berenguer, III President  
of BERENGUER CONSULTING, INC., a  
Florida Corporation