

M469

FILED
Aug 19 1998 12:00 am
Secretary of State

FILING COVER SHE

REFERENCE: 0150.3563
DATE: 8-19-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: BMI Financial, Inc.

FILED
98 AUG 19 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 3009 FOR \$ 122.50

RECEIVED
99 AUG 19 AM 9:59
DIVISION OF CORPORATION

PLEASE FILE:

- ARTICLES OF INC.
- AMENDMENT
- DISSOLUTION
- ANNUAL REPORT
- MERGER
- WITHDRAWAL
- QUALIFICATION
- LIMITED PARTNERSHIP
- ANNUAL REPORT
- FICTITIOUS NAME
- LIMITED LIABILITY
- REINSTATEMENT
- TRADEMARK/SERVICE
- UCC-1
- UCC-3

100002619651--8
-08/19/98--01027--007
****122.50 ****122.50

PROVIDE US WITH:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- STAMPED COPY

Dee 8/20

Examiner's Initials

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

98 AUG 20 AM 11: 20

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA**

August 19, 1998

**CORPORATE & CRIMINAL RESEARCH SERVICES
CINDY
TALLAHASSEE, FL**

**SUBJECT: BMI FINANCIAL GROUP, INC.
Ref. Number: M46904**

We have received your document for BMI FINANCIAL GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 998A00043063

ARTICLES OF MERGER
Merger Sheet

MERGING:

BMI FINANCIAL, INC., a Florida corporation, P98000048383

INTO

BMI FINANCIAL GROUP, INC., a Florida corporation, M46904

File date: August 19, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF BMI FINANCIAL, INC. WITH AND INTO
BMI FINANCIAL GROUP, INC.**

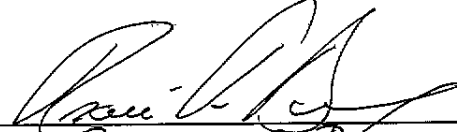
FILED
98 AUG 19 AM 11: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, as amended, BMI Financial, Inc., a Florida corporation ("BMI"), and BMI Financial Group, Inc., a Florida corporation ("BMI Financial" or the "Surviving Corporation"), adopt the following Articles of Merger for the purpose of merging BMI with and into the Surviving Corporation (the "Merger").

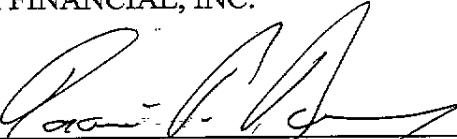
- FIRST:** The Merger shall be consummated pursuant to that certain Agreement and Plan of Merger by and between BMI and the Surviving Corporation (the "Plan of Merger").
- SECOND:** The effective date of the Merger shall be August 18, 1998 (the "Effective Date").
- THIRD:** The Plan of Merger was adopted by the Board of Directors of BMI by a unanimous written consent on May 29, 1998, and was adopted by the Shareholders of BMI by a unanimous written consent on May 29, 1998.
- FOURTH:** The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation at a meeting of such board held on May 29, 1998, and was adopted by the Shareholders of the Surviving Corporation at a meeting of such shareholders held on June 9, 1998.
- FIFTH:** Pursuant to the Plan of Merger, on the Effective Date, BMI shall be merged with and into the Surviving Corporation. Additionally, on the Effective Date, (i) each share of BMI's capital stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled without any consideration being issued or paid therefor, and (ii) each share of the Surviving Corporation's capital stock issued and outstanding immediately prior to the Effective Date shall, as a result of the Merger, be converted into the right to exchange such share for one share of the common stock of the sole shareholder of BMI immediately prior to the Effective Date.
- SIXTH:** As of the Effective Date, the Articles of Incorporation of BMI Financial 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. The directors and officers of BMI Financial in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorship 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.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 11th day of June, 1998.

BMI FINANCIAL GROUP, INC.

By: 
Name: Rosario P. Duncan
Title: ~~Rosario P. Duncan~~ Secretary

BMI FINANCIAL, INC.

By: 
Name: Rosario P. Duncan
Title: Secretary