

P010000006292

Requester's Name

Franklin & Kent
Professional Property Management, Inc.
POST OFFICE BOX 6327
NAVARRE, FLORIDA 32566

400005134404--8
-03/19/02--01055--003
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

RECEIVED
32 MAR 15 PM 12:46
DIVISION OF CORPORATIONS

FILED
02 MAR 19 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of State

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

3/20/02
merger Spayne

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

FRANKLIN & KENT PROFESSIONAL PROPERTY MANAGEMENT, INC., a
Florida corp., P0000081772

INTO

FRANKLIN PROPERTIES, INC., a Florida entity, P01000006292

File date: March 19, 2002

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Franklin Properties, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Franklin & Kent Professional Property Management, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 02/01/2002 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 02/01/2002 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation Signature Typed or Printed Name of Individual & Title

Franklin Properties, Inc. Martha Franklin Martha Franklin President

Franklin & Kent Professional Property Management, Inc. Martha Franklin Martha Franklin President

Franklin & Kent Professional Property Management, Inc. Christine R Kent Christine Kent Vice President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Franklin Properties, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Franklin & Kent Professional</u>	<u>Florida</u>
<u>Property Management, Inc.</u>	

Third: The terms and conditions of the merger are as follows:

Franklin & Kent Professional Property Management, Inc. agrees to merge with Franklin Properties, Inc.

Fourth: 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 are as follows:

All shares, obligations, and rights of Franklin & Kent Professional Property Management, Inc. will convey to Franklin Properties, completely and totally.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Articles of Inc. of Franklin Properties to be adopted and remain unchanged.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: