

P040000001322

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

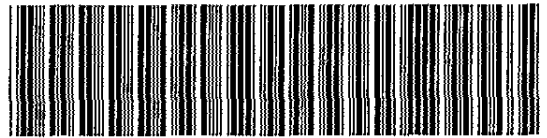
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400025719214

12/31/03--01035--008 **78.75

FILED
03 DEC 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
03 DEC 31 AM 10:54
DIVISION OF CORPORATIONS
STATE
TALLAHASSEE, FLORIDA



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

December 31, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

William A. Hawthorne Associates, Inc. (MA) into

William A. Hawthorne Associates, Inc. (FL)

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

File 2nd

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
OF
WILLIAM A. HAWTHORNE ASSOCIATES, INC., A MASSACHUSETTS CORPORATION
INTO
WILLIAM A. HAWTHORNE ASSOCIATES, INC. A FLORIDA CORPORATION

03 10 2003
FILED
DEC 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 607.1109, Florida Statutes

Pursuant to the provisions of Section 607.1109 of the *Florida Statutes*, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names, addresses, jurisdiction of the corporations which are parties to the merger are:

William A. Hawthorne Associates, Inc., a Massachusetts corporation	4874 Hampshire Court, Suite 302 Naples, Florida 34112
---	--

William A. Hawthorne Associates, Inc., a Florida corporation	4874 Hampshire Court, Suite 302 Naples, Florida, 34112
---	---

The surviving corporation is William A. Hawthorne Associates, Inc., a Florida corporation, and it is to be governed by the laws of the State of Florida.

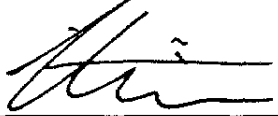
SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted by all of the stockholders of William A. Hawthorne Associates, Inc., a Florida Corporation as of the 31st day of December, 2003 in accordance with Section 607.1108, Florida Statutes, and meets the requirements thereof and was duly adopted by all of the stockholders of William A. Hawthorne Associates, Inc., a Massachusetts corporation as of the 31st day of December, 2003, in accordance with the laws of the Massachusetts and meets the requirements thereof and is effective as of December 31, 2003.

FOURTH: The effective date of the merger shall be as of the filing of these Articles with the Florida Department of State.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 31st day of December, 2003.

Attest:



Secretary

[CORPORATE SEAL]

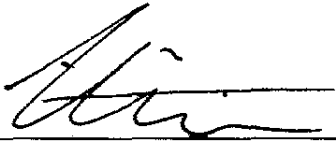
William A. Hawthorne Associates, Inc.,
a Florida corporation

By:



President

Attest:

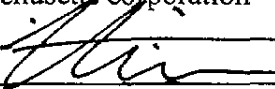


Secretary

[CORPORATE SEAL]

William A. Hawthorne Associates, Inc.,
a Massachusetts corporation

By:



President

Exhibit "A" - Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this 31st day of December, 2003 is made and entered into by and between William A. Hawthorne Associates, Inc., a Massachusetts corporation ("Associates MA") and William A. Hawthorne Associates, Inc., a Florida corporation (the "SURVIVING CORPORATION"). Associates MA and SURVIVING CORPORATION being sometimes referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Associates MA is a corporation duly organized under the laws of the Massachusetts, having an authorized capital stock of 20,000 shares of Common Stock, of which as of the date hereof 100 shares of Common Stock are validly issued and outstanding.

WHEREAS, the SURVIVING CORPORATION is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 20,000 shares of Common Stock, of which as of the date hereof 100 shares of Common Stock are validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporations and its shareholders that Associates MA be merged into the SURVIVING CORPORATION which shall be the surviving corporation and that the name of the surviving corporation remain William A. Hawthorne Associates, Inc.

WHEREAS, the Shareholders of Associates MA will receive in exchange for their stock in Associates MA, shares of common stock in the SURVIVING CORPORATION to reflect their ownership interest, as fully described in Article V hereinafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that Associates MA shall be merged with and into the SURVIVING CORPORATION in accordance with applicable laws of the State of Florida and the Massachusetts and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I The Constituent Corporations

The names of the Constituent Corporations to the merger are William A. Hawthorne Associates, Inc., a Massachusetts corporation and William A. Hawthorne Associates, Inc., a Florida corporation.

ARTICLE II The Merger

On the Effective Date (as hereinafter defined) Associates MA shall be merged with and into the SURVIVING CORPORATION (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Florida Statutes Chapter 607 (the "Florida Law") and Massachusetts General Laws Chapter 156B (the "Massachusetts Law").

ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article IX hereof, the Constituent Corporations shall be a single corporation which shall be the SURVIVING CORPORATION. From and after such filing, the separate existence of Associates MA shall cease, while the corporate existence of the SURVIVING CORPORATION shall continue unaffected and unimpaired. The SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the SURVIVING CORPORATION without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV
Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the SURVIVING CORPORATION as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

Persons who shall serve as the Directors of the SURVIVING CORPORATION shall be:

Name	Address
William A. Hawthorne	4874 Hampshire Court, Suite 302 Naples, Florida 34112

Persons who shall serve as officers of the SURVIVING CORPORATION, and the offices in which they shall serve shall be as follows:

Name	Office
William A. Hawthorne	President
William A. Hawthorne	Vice President
William A. Hawthorne	Secretary and Treasurer

ARTICLE V
Treatment of Shares of Constituent Corporations

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Plan of Merger, the shares of common stock of each of the Constituent Corporations currently held by the Shareholders of those corporations shall be exchanged for the common stock of the SURVIVING CORPORATION in the following manner, and the shares of stock of each of the Constituent Corporations prior to the Merger shall be canceled by the respective Constituent Corporations:

5.1 Each share of the Common Stock of William A. Hawthorne Associates, Inc. a Florida corporation outstanding immediately prior to the filing of the Articles of Merger in accordance with Article IX hereof, shall without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the SURVIVING CORPORATION and there shall be no distributions of cash or securities with respect thereto.

5.2 Each share of the Common Stock of Associates MA issued and outstanding immediately prior to the filing of the Articles of Merger, in accordance with Article IX, shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist, and be canceled and no cash, securities or other property shall be issued in respect thereof.

ARTICLE VI
Surrender of Certificates

Each record holder of an outstanding certificate or certificates which represent shares of Associates MA Common Stock shall surrender such certificate or certificates as a condition to receiving Common Stock in the SURVIVING CORPORATION pursuant to this Agreement and Plan of Merger.

ARTICLE VII
Further Assurance

If at any time after the Effective Date the SURVIVING CORPORATION shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING CORPORATION, according to the terms hereof, the title to any property or rights of the Constituent Corporation, the last acting officers and directors of the Constituent Corporation, as the case may be, or the corresponding officers or directors of the SURVIVING CORPORATION shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING CORPORATION, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VIII
Approval by Shareholders

This Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation and submitted to the respective Shareholders of each Constituent Corporations for approval as provided by the Florida Law and Massachusetts law as applicable on or before the 31 day of

December, 2003. If duly adopted by the requisite vote of such Shareholders, Articles of Merger meeting the requirements of the Florida Law and Massachusetts Law shall be filed immediately in the appropriate office in Florida and Massachusetts, respectively.

**ARTICLE IX
Effective Date**

The merger of Associates MA into the SURVIVING CORPORATION shall become effective upon the filing of the Articles of Merger in accordance with the Florida Law and Massachusetts Law. The date on which such merger shall become effective is herein called the "Effective Date".

**ARTICLE X
Covenants of Associates MA**

Associates MA covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

**ARTICLE XI
Covenants of the SURVIVING CORPORATION**

The SURVIVING CORPORATION covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

**ARTICLE XII
Termination**

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

**ARTICLE XIII
Counterparts**

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

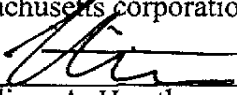
IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

William A. Hawthorne Associates, Inc.,
a Florida corporation

By: 

William A. Hawthorne,
President

William A. Hawthorne Associates, Inc.
a Massachusetts corporation

By: 

William A. Hawthorne,
President