

P93000039392

Florida Department of State
Division of Corporations
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To: **FILED AOM OF BARRY TAYLOR & ASSOCIATES INC.**
 Division of Corporations
 Fax Number : (850) 617-6380

From: **998080.0001 Taylor / Merger**
 Account Name : TRIPP SCOTT, P.A.
 Account Number : 075350000065
 Phone : (954) 525-7500
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IJL

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: mmm@TRIPPSCOTT.COM

**MERGER OR SHARE EXCHANGE
BARRY TAYLOR & ASSOCIATES INC.**

Certificate of Status	0
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December 19, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BARRY TAYLOR & ASSOCIATES INC.
12555 BISCAYNE BL.
950
NORTH MIAMI, FL 33181US

SUBJECT: BARRY TAYLOR & ASSOCIATES INC.
REF: P93000039392

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please entitle your document Articles of Merger.

On the document where it says Certificate of Merger please change to Articles of Merger throughout the document. Please correct the fifth section on the articles of merger to say Articles of Incorporation and not Articles of Organization.

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) 245-6050.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H12000296532
Letter Number: 612A00029936

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12 DEC 26 AM 8:20

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

H12000296532

ARTICLES OF MERGER
of
BARRY TAYLOR HOLDING CORPORATION
with and into
BARRY TAYLOR & ASSOCIATES INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 26 PM 3:05

Pursuant to Sections 607.1101-.1106 of the Florida Business Corporation Act (the "Florida Act") of the State of Florida, Barry Taylor Holding Corporation, a Florida corporation, and Barry Taylor & Associates Inc., a Florida corporation

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation/organization of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation/ Organization</u>	<u>FL ID No.</u>
Barry Taylor Holding Corporation	Florida	P94000016350
Barry Taylor & Associates Inc.	Florida	P93000039392

SECOND: That the name of the surviving corporation of the merger of Barry Taylor Holding Corporation (the "Merging Corporation") with and into Barry Taylor & Associates Inc. (the "Merger") is Barry Taylor & Associates Inc. (the "Surviving Corporation").

THIRD: A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 607.1103 of the Florida Act and (ii) the Surviving Corporation in accordance with Section 607.1103 of the Florida Act. The Plan provides for the merger of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.

FOURTH: The Plan was recommended by (i) the Board of Directors of the Merging Corporation, and pursuant to Section 607.0704 of the Florida Act was unanimously approved and adopted by written consent of the Shareholders of the Merging Corporation on December 7, 2012 and (ii) recommended by the Board of Directors of the Surviving Corporation, and pursuant to Section 607.0704 of the Florida Act was unanimously approved and adopted by written consent of the Shareholders of the Merging Corporation on December 7, 2012.

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FIFTH: That the articles of incorporation of the Surviving Corporation shall be the articles of incorporation of the Surviving Corporation.

SIXTH: That the Merger shall become effective upon the filing of this Articles of Merger with the Department of State of the State of Florida.

This Articles of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

Dated: December 7, 2012

**BARRY TAYLOR HOLDING
CORPORATION**

By: Barry Taylor
Name: Barry Taylor
Title: President

**BARRY TAYLOR & ASSOCIATES
INC.**

By: Barry Taylor
Name: Barry Taylor
Title: President

PLAN OF MERGER
OF
BARRY TAYLOR HOLDING CORPORATION
WITH AND INTO
BARRY TAYLOR & ASSOCIATES INC.

THE PLAN OF MERGER was approved on December 7, 2012 by Barry Taylor Holding Corporation (the "Merging Corporation"), a corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors and Shareholders on said date, and approved on December 7, 2012 by Barry Taylor & Associates Inc., a corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors and Shareholders on said date. The names of the corporations planning to merge are Barry Taylor Holding Corporation, a business corporation organized under the laws of the State of Florida and Barry Taylor & Associates Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Barry Taylor Holding Corporation plans to merge is Barry Taylor & Associates Inc. The merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "Florida Act").

1. The Merging Corporation shall, pursuant to the provisions of the Florida Act, be merged with and into Barry Taylor & Associates Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name of "Barry Taylor & Associates Inc.", pursuant to the provisions of the Florida Act. The separate existence of the Merging Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Florida Act.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of the surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Act.

3. The present bylaws of the surviving corporation shall be the bylaws 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 provisions of the Florida Act.

4. Each fully paid and nonassessable share of common stock, \$1.00 par value, of the non-surviving corporation issued and outstanding immediately prior to the effective date of the merger shall be converted into and become one share of common stock, \$1.00 par value of the surviving corporation.

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5. The Plan of Merger herein made and approved shall be submitted to the Shareholders of the non-surviving corporation and the Shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Act.

6. In the event that the Plan of Merger shall have been approved by the Shareholders entitled to vote of the non-surviving corporation and the Shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The board of directors and the proper officers of each of the non-surviving corporation and the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any provisions of this Plan of Merger or of the merger herein provided for.

8. This Plan of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger this 7th day of December, 2012.

BARRY TAYLOR HOLDING CORPORATION

By: Barry Taylor
Name: Barry Taylor
Title: President

BARRY TAYLOR & ASSOCIATES INC.

12/26/2012 11:15 FAX

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By: Barry Taylor
Name: Barry Taylor
Title: President