

P93000063793

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December 28, 1999

VIA FEDERAL EXPRESS

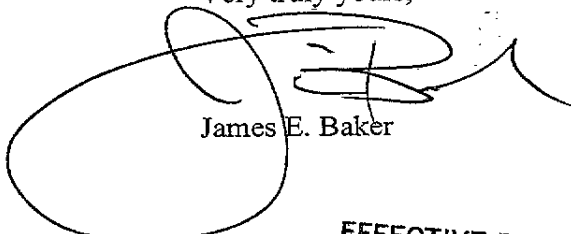
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300003083733--7
-12/29/99-01099-011
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed for filing please find Articles of Merger regarding Bishop & Buttrey, Incorporated and Borrow Acquisition Company. I have also enclosed a draft in the amount of \$70.00 to cover the cost of filing same by expedited service.

Very truly yours,


James E. Baker

JEB/af
Enclosures

EFFECTIVE DATE
12-31-99

FILED
99 DEC 29 PM 3:07
TALLAHASSEE, FLORIDA

CJL/Bishop & Buttrey/Secretary of State - Florida 12-28-99

Merger
1-19-00
MS

FILED
99 DEC 29 PM 3:07
DIVISION OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BORROW ACQUISITION COMPANY, a Maryland corporation not qualified in
Florida

INTO

BISHOP & BUTTREY, INCORPORATED, a Florida entity, P93000063793.

File date: December 29, 1999 , effective December 31, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FILED
99 DEC 29 PM 3:07
CLERK OF DISTRICT COURT
JAILARD COUNTY, FLORIDA

FIRST: The name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Bishop & Buttrey, Incorporated	Florida

SECOND: The name and jurisdiction of each **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Borrow Acquisition Company	Maryland

THIRD: The Agreement and Plan of Merger dated as of December 28, 1999 is attached. As set forth therein, Bishop & Buttrey, Incorporated is a wholly-owned subsidiary of Borrow Acquisition Company.

EFFECTIVE DATE
12-31-99

FOURTH: The merger shall become effective on December 31, 1999.

FIFTH: Adoption of merger by **surviving** corporation:

The Agreement and Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 28, 1999 and shareholder approval was not required.

SIXTH: Adoption of merger by **merging** corporation:

The Agreement and Plan of Merger was adopted by the Board of Directors of the merging corporation on December 28, 1999 and shareholder approval was not required.

SEVENTH: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name Individual and Title</u>
Bishop & Buttrey, Incorporated		Kenneth C. Lundeen, Vice President
Borrow Acquisition Company		Kenneth C. Lundeen, President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of December 28, 1999, is between Borrow Acquisition Company, a Maryland corporation ("Acquisition"), and Bishop & Buttrey, Incorporated, a Florida corporation (the "Company").

RECITALS

WHEREAS, the Company is a wholly-owned subsidiary of Acquisition; and

WHEREAS, the Board of Directors of each of Acquisition and the Company deem it advisable and in its best interests that Acquisition merge with and into the Company (the "Merger");

NOW, THEREFORE, in consideration of the mutual agreements, provisions and covenants contained in this Agreement, the parties hereto agree as follows:

ARTICLE I

The Merger

No later than December 31, 1999, Acquisition and the Company shall execute and cause to be filed (i) Articles of Merger in substantially the form attached to this Agreement as Exhibit A (the "Maryland Articles") with the Department of Assessments and Taxation of the State of Maryland and (ii) Articles of Merger in substantially the form attached to this Agreement as Exhibit B (the

"Florida Articles") with the Division of Corporations of the State of Florida. The Maryland Articles and the Florida Articles shall provide that the Merger shall be effective at 5:00 p.m. Baltimore, Maryland time on December 31, 1999 (the "Effective Time"). Each of Acquisition and the Company shall take all actions necessary or appropriate to consummate the Merger in accordance with the provisions of the Maryland Articles and the Florida Articles.

ARTICLE II

Approvals

Each party to this Agreement covenants and agrees for the benefit of the other parties to this Agreement to take any and all actions necessary or appropriate to consummate the Merger in accordance with all applicable laws, including the Maryland General Corporation Law and the Florida General Corporation Law.

ARTICLE III

Effect of Mergers

At the Effective Time, Acquisition shall be merged with and into the Company, whereupon the separate existence of Acquisition shall cease, the Company shall be the surviving entity of the Merger, and the Company shall succeed to all rights and obligations of Acquisition, all in accordance with the Maryland General Corporation Law and the Florida General Corporation Law. In addition, all outstanding shares of Common Stock of the Company shall

automatically be cancelled and cease to be outstanding without any further action and all outstanding shares of Common Stock of Acquisition shall automatically be converted into an identical number of shares of Common Stock of the Company.

ARTICLE IV

Miscellaneous

Section 4.01. Counterparts. The Agreement may be executed in counterparts, each of which shall be considered the same agreement.

Section 4.02. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Maryland, without regard to the principles of conflicts of laws thereof.

Section 4.03. Headings. All Section headings contained in this Agreement are for convenience of reference only, do not form a part of this Agreement and shall not affect in any way the meaning or interpretation of this Agreement.

Section 4.04. No Third Party Beneficiaries. The terms and conditions of this Agreement are for the sole benefit of the parties to this Agreement and their successors and assigns only, and shall not be relied upon by, nor construed as conferring any rights upon, any other persons or entities.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed and delivered under seal as of the date first written above.

BORROW ACQUISITION COMPANY

By: KthC/Lu (SEAL)
Kenneth C. Lundeen, President

BISHOP & BUTTREY, INCORPORATED

By: KthC/Lu (SEAL)
Kenneth C. Lundeen, Vice President

CJL/Bishop & Buttrey/Borrow Acquisition/Agreement and Plan of Merger