

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0172 FAX

800-344-8086



Handwritten signature: P600020614

ACCOUNT NO. : 072100000032

REFERENCE : 867754 80640B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 4, 1996

ORDER TIME : 9:31 AM

ORDER NO. : 867754

CUSTOMER NO: 80640B

CUSTOMER: John V. Quinlan, Esq
LANE TROHN GROSECLOSE QUINLAN
& SMITH, P.A.
P. O. Box 551

Bradenton, FL 34206

900001731419
03/04/96--01113--003
****122.50 ****122.50

**EFFECTIVE DATE
MAR - 1 1996**

DOMESTIC FILING

NAME: QUINLAN & SMITH, P.A.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

Handwritten signature/initials

T. BROWN MAR - 6 1996

RECEIVED
95 MAR - 4 PM 12:20
:00 DIV OF CORPORATION
FILED
96 MAR - 6 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

26 MAR -5 PM 12:27

DIVISION OF CORPORATIONS

March 5, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: QUINLAN & SMITH, P.A.
Ref. Number: W96000004855

Resubmit

We have received your document for QUINLAN & SMITH, P.A. 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 specific nature of business of the professional association must be stated in the document.

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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 696A00009667

**EFFECTIVE DATE
MAR - 1 1986**

**FILED
96 MAR -6 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
QUINLAN & SMITH, P.A.**

ARTICLE I - NAME

The name of this corporation is Quinlan & Smith, P.A..

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is Suite 920 1401 Manatee Ave. W., Bradenton, FL 34205 and the mailing address of this corporation is Suite 920 1401 Manatee Ave. W., Bradenton, FL 34205.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles, if filed with the Secretary of State of Florida within 5 business days of execution and if not, upon filing with the Secretary of State of Florida.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of carrying on the practice of law and transacting any and all lawful business associated therewith.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of voting common stock having a par value of \$0.10 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is Suite 920 1401 Manatee Ave. W., Bradenton, FL 34205 and the name of the initial registered agent of this corporation at that office is Gilbert A. Smith, Jr..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation is or are:

Gilbert A. Smith, Jr.
Suite 920 1401 Manatee Ave. W.,
Bradenton, FL 34205

John V. Quinlan
Suite 920 1401 Manatee Ave. W.,
Bradenton, FL 34205

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators are:

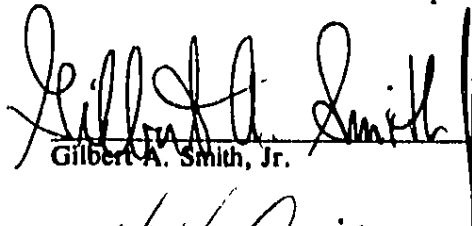
Gilbert A. Smith, Jr.
Suite 920 1401 Manatee Ave. W.,
Bradenton, FL 34205

John V. Quinlan
Suite 920 1401 Manatee Ave. W.,
Bradenton, FL 34205

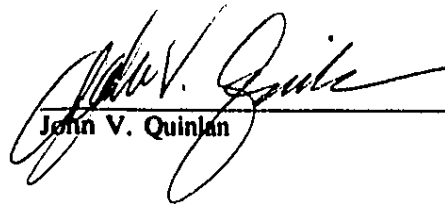
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of March, 1996.



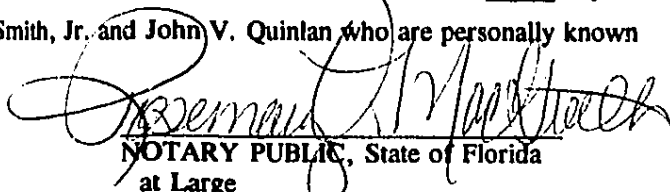
Gilbert A. Smith, Jr.



John V. Quinlan

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Incorporation were acknowledged before me this 1st day of March, 1996, by Gilbert A. Smith, Jr. and John V. Quinlan who are personally known to me.



NOTARY PUBLIC, State of Florida
at Large
My Commission Expires: _____
Print Name _____

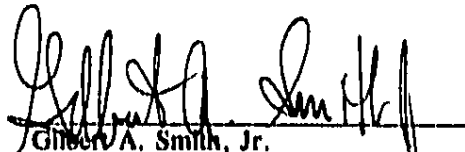
(Affix Notary Seal)



ROSEMARY V. MAC GRATH
MY COMMISSION # CC319380 EXPIRES
July 29, 1997
BONDED THRU TROY PAW INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent for Quinlan & Smith, P.A., hereby accepts such appointment this _____ day of _____, 1996.



Gilbert A. Smith, Jr.

FILED
96 MAR -6 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P960000020614

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

HAMRICK & PERREY, P.A., a Florida corporation P96000011846

INTO

**QUINLAN & SMITH, P.A. which changed its name to
HAMRICK, PERREY, QUINLAN & SMITH, P.A., a Florida corporation,
P96000020614**

File date: December 30, 1996, effective January 1, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1996

CSC

TALLAHASSEE, FL

SUBJECT: QUINLAN & SMITH, P.A.
Ref. Number: P96000020614

RESUBMIT

Please give original
submission date as file date.

We have received your document for QUINLAN & SMITH, P.A. 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 heading and #2 of the Articles of Merger show a different survivor. Please correct the heading to reflect the correct survivor.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 496A00057482

RECEIVED
96 DEC 29 AM 9:51
DIVISION OF CORPORATIONS

EFFECTIVE DATE
12/27/96

FILED
96 DEC 27 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER/SHARE EXCHANGE
OF
Quinlan & Smith, P.A., a Florida Corporation,
and
Hamrick & Perrey, P.A., a Florida Corporation,

ARTICLES OF MERGER between Quinlan & Smith, P.A., a Florida corporation ("Quinlan & Smith") and Hamrick & Perrey, P.A., a Florida corporation ("Hamrick & Perrey").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") Quinlan & Smith and Hamrick & Perrey adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 20, 1996, ("Plan of Merger"), between Quinlan & Smith and Hamrick & Perrey was approved and adopted by the shareholders of Quinlan & Smith on December 20, 1996 and was adopted by the shareholders of Hamrick & Perrey on December 20, 1996.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Hamrick & Perrey's stock will be acquired by means of a merger of Hamrick & Perrey into Quinlan & Smith with Quinlan & Smith the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on January 1, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 26th day of December, 1996.

ATTEST:

Quinlan & Smith, P.A.
a Florida corporation

(Corporate Seal)

By: [Signature]
President

ATTEST:

Hamrick & Perrey, P.A.
a Florida corporation

(Corporate Seal)

By: [Signature]
President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this Dec 26, 1996 by John V. Quinlan, the President of Quinlan & Smith, P.A., a Florida corporation, on behalf of the corporation. He

is personally known to me; or

- produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
- produced the following identification: _____,

and did not take an oath.

Signature:

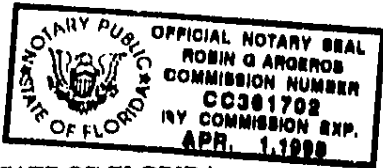
Robin G. Argeros
 NOTARY PUBLIC, State of Florida at Large

Typed name: Robin G. Argeros

My Commission Expires: _____

My Commission No.: _____

(Affix Notary Seal)



STATE OF FLORIDA
 COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this Dec 26, 1996 by Philip E. Perrey, the President of Hamrick & Perrey, P.A., a Florida corporation, on behalf of the corporation. He

- is personally known to me; or
- produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
- produced the following identification: _____,

and did not take an oath.

Signature:

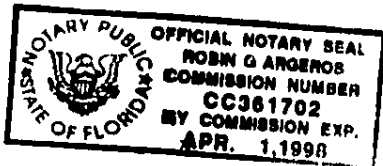
Robin G. Argeros
 NOTARY PUBLIC, State of Florida at Large

Typed name: Robin G. Argeros

My Commission Expires: _____

My Commission No.: _____

(Affix Notary Seal)



**UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF**

Hamrick & Perrey, P.A.

The undersigned, as all the members of the Board of Directors of Hamrick & Perrey, P.A., a Florida corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions under s. 607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with Quinlan & Smith, P.A., a Florida corporation ("Q&S"), all in accordance with s. 607.1101 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, Q&S desires to consummate the Merger; and

WHEREAS, Q&S and the Company intend to consummate the Merger and a draft of the Plan of Merger is attached as Exhibit "A"; and

WHEREAS, the Company desires to consummate the Merger on the terms and conditions set forth in the Plan, which terms are incorporated by this reference; and

WHEREAS, after the Plan of Merger has been adopted by this Board, the Board shall then submit the plan to the Company's shareholders for their approval, in accordance with the Act; and

WHEREAS, after the Merger has been approved, the Company intends to execute Articles of Merger and file them with the Florida Secretary of State in accordance with s. 607.1105 of the Act; and

WHEREAS, it is in the best interests of the Company to consummate the Merger.

NOW, THEREFORE:

BE IT RESOLVED, that the Merger, and all of the transactions contemplated thereby are adopted, approved, and consented to and the Company's President or any of the Company's other officers are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Merger Agreement and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such modifications, or other changes deemed necessary or appropriate by such officer(s), in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreement; and

BE IT FURTHER RESOLVED, that the President, or any of the Company's other officers, are authorized and directed to submit the Plan of Merger to the shareholders for their approval; and

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to all shareholders of the Company and to the Board of Directors of Q&S and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors hereby execute the foregoing corporate action for the purpose of giving their consent to it as of the 10th. day of December, 1996.



Michael M. Hamrick



Philip E. Perrey

DEL-44882.000

MINUTES OF A MEETING OF THE SHAREHOLDERS OF

**Hamrick & Perrey, P.A.,
a Florida Corporation**

A meeting of the shareholders of Hamrick & Perrey, P.A., (the "Company"), was held on December 20, 1996, at 5:00, p. m. at the corporation's office at Suite 920 1401 Manatee Ave. W., Bradenton, FL. 34205. 100% of the Company's shareholders were present in person or by proxy.

The President called the meeting to order and Michael M. Hamrick. acted as Secretary to the meeting.

The Secretary presented a list, showing shareholders of the Company at the close of business on December 10, 1996, the record date fixed for the determination of shareholders entitled to notice of and to vote at the meeting.

The Secretary then presented to the meeting waivers of notice and call of the meeting and acknowledgment of receipt of a copy of the Plan of Merger.


The Secretary confirmed that all of the shares outstanding and entitled to vote were present at the meeting in person or by proxy.

The President then proceeded with the business of the meeting, the consideration of a proposal to adopt the Plan of Merger submitted to the shareholders by the Company's Board of Directors. The shareholders discussed the proposal.

The Secretary moved for the adoption of the following resolution:

RESOLVED, that the Company is hereby authorized to adopt the Plan of Merger and proceed with the Merger on the terms set forth in the Plan delivered to the shareholders.

The motion was seconded. A vote of the shareholders was taken and the Plan of Merger was approved by all of the shares entitled to vote.


Secretary

PLAN OF MERGER BETWEEN
Quinlan & Smith, P.A., a Florida Corporation
AND
Hamrick & Perrey, P.A., a Florida Corporation

Merger between Quinlan & Smith, P.A., (the "Surviving Corp.") and Hamrick & Perrey, P.A., (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date are as follows:

Article I - Name

The name of this corporation is Hamrick, Perrey, Quinlan & Smith, P.A.

In all other respects the Articles shall remain unchanged.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as

if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 1997.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

MERGER PLAN

**UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF**

Quinlan & Smith, P.A.

The undersigned, as all the members of the Board of Directors of Quinlan & Smith, P.A., a Florida corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions under s. 607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with Hamrick & Perrey, P.A., a Florida corporation ("H&P"), all in accordance with s. 607.1101 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, H&P desires to consummate the Merger; and

WHEREAS, H&P and the Company intend to consummate the Merger and a draft of the Plan of Merger is attached as Exhibit "A"; and

WHEREAS, the Company desires to consummate the Merger on the terms and conditions set forth in the Plan, which terms are incorporated by this reference; and

WHEREAS, after the Plan of Merger has been adopted by this Board, the Board shall then submit the plan to the Company's shareholders for their approval, in accordance with the Act; and

WHEREAS, after the Merger has been approved, the Company intends to execute Articles of Merger and file them with the Florida Secretary of State in accordance with s. 607.1105 of the Act; and

WHEREAS, it is in the best interests of the Company to consummate the Merger.

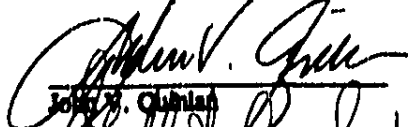
NOW, THEREFORE:

BE IT RESOLVED, that the Merger, and all of the transactions contemplated thereby are adopted, approved, and consented to and the Company's President or any of the Company's other officers are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Merger Agreement and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such modifications, or other changes deemed necessary or appropriate by such officer(s), in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreement; and


BE IT FURTHER RESOLVED, that the President, or any of the Company's other officers, are authorized and directed to submit the Plan of Merger to the shareholders for their approval; and

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to all shareholders of the Company and to the Board of Directors of HP and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors hereby execute the foregoing corporate action for the purpose of giving their consent to it as of the 10th. day of December, 1996.



John F. Quinn



Gilbert A. Smith, Jr.

HP-1996-12-10

MINUTES OF A MEETING OF THE SHAREHOLDERS OF

**Quinlan & Smith, P.A.,
a Florida Corporation**

A meeting of the shareholders of Quinlan & Smith, P.A., (the "Company"), was held on December 20, 1996, at 5:00, p. m. at the corporation's office at Suite 920 1401 Manatee Ave. W., Bradenton, FL 34205. 100% of the Company's shareholders were present in person or by proxy.

The President called the meeting to order and Gilbert A. Smith, Jr. acted as Secretary to the meeting.

The Secretary presented a list, showing shareholders of the Company at the close of business on December 10, 1996, the record date fixed for the determination of shareholders entitled to notice of and to vote at the meeting.

The Secretary then presented to the meeting waivers of notice and call of the meeting and acknowledgment of receipt of a copy of the Plan of Merger.

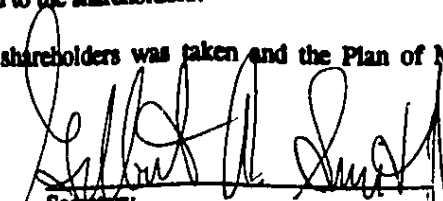
The Secretary confirmed that all of the shares outstanding and entitled to vote were present at the meeting in person or by proxy.

The President then proceeded with the business of the meeting, the consideration of a proposal to adopt the Plan of Merger submitted to the shareholders by the Company's Board of Directors. The shareholders discussed the proposal.

The Secretary moved for the adoption of the following resolution:

RESOLVED, that the Company is hereby authorized to adopt the Plan of Merger and proceed with the Merger on the terms set forth in the Plan delivered to the shareholders.

The motion was seconded. A vote of the shareholders was taken and the Plan of Merger was approved by all of the shares entitled to vote.


Secretary

**PLAN OF MERGER BETWEEN
Quinlan & Smith, P.A., a Florida Corporation
AND
Hamrick & Perrey, P.A., a Florida Corporation**

Merger between Quinlan & Smith, P.A., (the "Surviving Corp.") and Hamrick & Perrey, P.A., (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date are as follows:

Article I - Name

The name of this corporation is Hamrick, Perrey, Quinlan & Smith, P.A.

In all other respects the Articles shall remain unchanged.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as

if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 1997.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

MISOURPLAN