

Document Number Only

PP990000110500

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

200003185102--3  
-03/27/00--01089--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

FFP Insurance Services, Inc. (NE)  
merging into: FFP Insurance Services, Inc. (FL)  
Merger

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

FILED  
 00 MAR 27 PM 3:08  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Name	
Avallability	3/27/00
Document Examiner	APR
Updater	APR
Verifier	
Acknowledgment	
W.P. Verifier	

3/27

RECEIVED  
 00 MAR 27 PM 12:07  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED  
THANKS  
LAURA EARNEST

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

FFP INSURANCE SERVICES, INC., a Nevada corporation not authorized to  
transact business in Florida

INTO

**FFP INSURANCE SERVICES, INC.**, a Florida entity, P99000110500.

File date: March 27, 2000

Corporate Specialist: Annette Ramsey

**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 is:

<u>Name</u>	<u>Jurisdiction</u>
<u>FFP Insurance Services, Inc.</u>	<u>Florida</u>

FILED  
00 MAR 27 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
<u>FFP Insurance Services, Inc.</u>	<u>Nevada</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.) purposes as of 12/31/1999.

The parties intend that the merger will be effective for tax and accounting ←

**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 December 30, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 December 30, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
FFP Insurance Services, Inc. (a Florida Corporation)		Michael G. Goldstein, President
FFP Insurance Services, Inc. (a Nevada Corporation)		Michael G. Goldstein, President

**PLAN OF MERGER**  
**(Non Subsidiaries)**

PLAN AND AGREEMENT OF MERGER  
OF  
FFP INSURANCE SERVICES, INC.  
(a Nevada Corporation)  
INTO  
FFP INSURANCE SERVICES, INC.  
(a Florida Corporation)

WHEREAS, FFP INSURANCE SERVICES, INC. a Nevada corporation ("FFP Nevada"), and FFP INSURANCE SERVICES, INC., a Florida corporation ("FFP Florida"), believe it to be in the best interests of said corporations that a Plan and Agreement of Merger pursuant to the provisions of the Florida Business Corporation Act and the Nevada Business Corporation Act be entered into; and

WHEREAS, the merger contemplated hereby is intended to qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, as a mere change of the state of incorporation; and

NOW, THEREFORE, subject to the approval of the respective Boards of Directors and shareholders of each corporation, it is agreed that FFP Nevada shall be merged with and into FFP Florida under the laws of the States of Florida and Nevada, pursuant to the following plan of merger:

1. The names of the corporations proposing to merge are FFP INSURANCE SERVICES, INC. a Nevada corporation, and FFP INSURANCE SERVICES, INC, a Florida corporation. FFP Florida shall be the surviving corporation and is designated herein as the "Surviving Corporation".

2. As to each corporation proposing to merge, the designation and number of outstanding shares entitled to vote are as follows:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>
FFP Nevada	100 shares common
FFP Florida	100 shares common

3. The terms and conditions of the proposed merger and the mode of carrying the same into effect are as follows:

(a) Inasmuch as the sole shareholder of FFP Nevada is the sole shareholder of FFP Florida, each share of common capital stock of FFP Nevada outstanding on the effective date shall be extinguished, cancelled, and retired and the certificate representing such shares of

common stock of FFP Nevada shall be marked with the words "Extinguished In Merger", together with the date thereof, and no certificates representing shares of FFP Florida or its parent corporation shall be issued in exchange therefor.

(b) Each share of the common capital stock of FFP Florida outstanding on the effective date shall be and continue to be one (1) share of common capital stock of the Surviving Corporation, without the issuance of any new certificate or certificates representing such shares of common capital stock of the Surviving Corporation, and the certificates representing such shares of common capital stock of FFP Florida shall continue to represent the same number of shares of common capital stock of the Surviving Corporation.

(c) Upon the effective date of the merger, the separate existence of FFP Nevada shall cease, and FFP Nevada shall be merged into FFP Florida, the Surviving Corporation, in accordance with the provisions of this Plan and Agreement of Merger.

(d) Upon said effective date, all of the property, rights, privileges, and franchises of whatsoever nature and description of FFP Nevada shall be vested in and shall devolve unto FFP Florida without further act or deed. The parties shall execute and deliver confirmatory deeds, assignments, or other instruments of transfer, if deemed necessary by FFP Florida, to evidence such transfer or devolution of such property, right, privilege, or franchise, which shall be executed and delivered in the name of FFP Nevada by the last acting officers thereof or by the corresponding officers of FFP Florida. Upon said effective date, all property, rights, privileges, powers, franchises, and every other interest in property of each corporation hereto shall thereafter effectively be the property of the Surviving Corporation. The title to any real or personal property vested in either of said corporations shall in no way be impaired by reason of this merger.

(e) All rights of creditors and all liens upon the property of either of the corporations a party to this merger shall be preserved unimpaired, and all debts, liabilities, and duties of FFP Nevada shall thenceforth attach to FFP Florida and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

4. The merger shall qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, effected as a mere change of the state of incorporation and all necessary and appropriate actions shall by the execution hereof be deemed taken to comply therewith.

5. The Articles of Incorporation of FFP Florida in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation, unless and until the same shall be amended.

6. The members of the Board of Directors and the officers of FFP Florida immediately prior to the effective date of the merger shall be the members of the Board of Directors and the officers, respectively, of the Surviving Corporation, and they shall continue to hold office until their respective successors shall have been elected and qualified, pursuant to the Bylaws of the Surviving Corporation.

7. The registered agent and registered office of FFP Florida immediately prior to the effective date of the merger shall be the registered agent and registered office of the Surviving Corporation, unless and until the same shall be changed by the Board of Directors of the Surviving Corporation.

8. The Bylaws of FFP Florida in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving Corporation, unless and until the same shall be altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof or the Articles of Incorporation of the Surviving Corporation.

9. The principal office of the Surviving Corporation shall be located at 695 Town Center Drive, 7<sup>th</sup> Floor, Costa Mesa, CA 92626.

10. The assets of FFP Nevada shall be taken up and continued on the books of the Surviving Corporation at the values thereof as the same appear on the books of FFP Nevada immediately prior to the effective date of the merger.

11. All expenses incident to the merger shall be paid by the Surviving Corporation.

12. FFP Florida agrees that it may be served with process in Nevada in any proceeding for the enforcement of any obligation of FFP Nevada, and in any proceeding for the enforcement of the rights of a dissenting shareholder of FFP Nevada against FFP Florida. FFP Florida hereby irrevocably appoints the Secretary of State of the State of Nevada as its agent to accept service of process in any such proceeding, and agrees that it will promptly pay to the dissenting shareholder(s) of FFP Nevada, if any, the amount to which such dissenting shareholder(s) shall be entitled under the provisions of the Nevada Business Corporation Act with respect to the rights of dissenting shareholders. The address to which the Secretary of State shall forward any service of process made on it is 695 Town Center Drive, 7<sup>th</sup> Floor, Costa Mesa, CA 92626, Attention: Michael G. Goldstein Esq.

13. This Plan and Agreement of Merger shall be submitted to a vote of the respective Boards of Directors and shareholders for their respective approval, as required by law as soon as is practicable.

14. This Plan of Merger may be amended by the Board of Directors of FFP Florida and the Board of Directors of FFP Nevada at any time prior to the filing of the Articles of Merger as permitted by Section 607.1103 of the Florida Business Corporation Law.

15. The parties intend that the merger contemplated hereunder shall be effective as of the close of business on December 31, 1999 for tax and accounting purposes.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed as of December 31, 1999.

FFP INSURANCE SERVICES, INC., a Nevada corporation

By: Michael G. Goldstein  
Michael G. Goldstein, President

FFP INSURANCE SERVICES, INC., a Florida corporation

By: Michael G. Goldstein  
Michael G. Goldstein, President