

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

S82047

*George L. Smith & Associates,
 Inc.*

400003151404--1
 -02/29/00--01047--007
 *****78.75 *****78.75

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File *Cont.*
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
 00 FEB 29 PM 2:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 00 FEB 29 AM 10:15
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Q. COULLETTE FEB 29 2000

Signature _____

Requested by: *LM*

2/29 10:04

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

GEORGE L. SMITH & ASSOCIATES, INC., a Alabama corporation, 837460

INTO

CAPITAL RESOURCE ASSOCIATES, INC., a Florida entity, S82047

File date: February 29, 2000

Corporate Specialist: Cheryl Coulliette

FILED
00 FEB 29 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
GEORGE L. SMITH & ASSOCIATES, INC.,
a corporation,
with
CAPITAL RESOURCE ASSOCIATES, INC.,
a corporation

ARTICLES OF MERGER between GEORGE L. SMITH & ASSOCIATES, INC., an Alabama corporation, duly qualified to do business in the State of Florida, with and into CAPITAL RESOURCE ASSOCIATES, INC., a Florida corporation.

Under Chapter 607 and §607.1105 of the Florida Business Corporation Act (the "Act"), and in accordance with the applicable laws of the State of Alabama, GEORGE L. SMITH & ASSOCIATES, INC. and CAPITAL RESOURCE ASSOCIATES, INC. adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated February 25, 2000 ("Plan of Merger"), between GEORGE L. SMITH & ASSOCIATES, INC. and CAPITAL RESOURCE ASSOCIATES, INC. was approved and unanimously adopted by the directors and the shareholders of GEORGE L. SMITH & ASSOCIATES, INC. on February 9, 2000 and was approved and unanimously adopted by the directors and the shareholders of GEORGE L. SMITH & ASSOCIATES, INC. on February 9, 2000.
2. Under the Plan of Merger, all issued and outstanding shares of GEORGE L. SMITH & ASSOCIATES, INC.'s stock will be acquired by means of a merger of GEORGE L. SMITH & ASSOCIATES, INC. into CAPITAL RESOURCE ASSOCIATES, INC., with CAPITAL RESOURCE ASSOCIATES, INC. the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on February 25, 2000, at Clearwater, Pinellas County, Florida.

ATTEST: (Corporate Seal)

By: George L. Smith
GEORGE L. SMITH, Secretary

GEORGE L. SMITH & ASSOCIATES,
INC.

By: George L. Smith
GEORGE L. SMITH, President

ATTEST: (Corporate Seal)

By: Patricia C. Smith
PATRICIA C. SMITH, Secretary

CAPITAL RESOURCE ASSOCIATES, INC.

By: Patricia C. Smith
PATRICIA C. SMITH, President

PLAN OF MERGER

MERGER dated the 25th day of February, 2000 by and between CAPITAL RESOURCE ASSOCIATES, INC., a corporation (the "Surviving Corp.") with its principal offices located at 1210 S. Myrtle Avenue, Clearwater, Florida 33756, and GEORGE L. SMITH & ASSOCIATES, INC., a corporation (the "Disappearing Corp."), duly qualified and doing business in the State of Florida, with its principal offices located at 1210 S. Myrtle Avenue, Clearwater, Florida 33756 (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. Of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., as [previously amended and] in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** On 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 (1) share of the common stock of the 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 §607.1106 of the Act.

5. **Supplemental Action.** If at any time after the Effective Date the 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.** On the Closing, as provided in the Agreement and Plan 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 on 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 §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

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 §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.