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Espey, Huston & Associates, Inc.
merged into:
Post, Buckley, Schuh & JerNigan, Inc

Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ESPEY, HUSTON & ASSOCIATES, INC., a Texas corporation not authorized to trasnact business in Florida

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INTO

POST, BUCKLEY, SCHUH & JERNIGAN, INC., a Florida corporation, 233840.

File date: January 14, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
1/15/99

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ESPEY, HUSTON & ASSOCIATES, INC.
a Texas corporation
INTO
POST, BUCKLEY, SCHUH & JERNIGAN, INC.
a Florida corporation

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 607.1107 of the Florida Statutes.

FIRST: Espey, Houston & Associates, Inc., a Texas corporation (hereinafter referred to as "Espey"), shall merge with and into Post, Buckley, Schuh & Jernigan, Inc., a Florida corporation and the surviving corporation (hereinafter referred to as "Surviving Corporation").

SECOND: Attached hereto is the Plan of Merger which meets the requirements of Section 607.1104 of the Florida Statutes.

THIRD: The Plan of Merger was adopted and approved by written consent of the sole shareholder of Espey on May 18, 1998, in accordance with the respective laws of its applicable jurisdiction.

FOURTH: The Plan of Merger was adopted and approved by written consent of the sole shareholder of the Surviving Corporation on May 18, 1998, in accordance with the Florida Statutes.

FIFTH: The Plan of Merger was adopted and approved by unanimous written consent of the Board of Directors of Espey on May 18, 1998, in accordance with the respective laws of its applicable jurisdiction.

SIXTH: The Plan of Merger was adopted and approved by unanimous written consent of the Board of Directors of the Surviving Corporation on May 18, 1998, in accordance with the Florida Statutes.

SEVENTH: The effective date of the merger shall be January 15, 1999.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

POST, BUCKLEY, SCHUH & JERNIGAN, INC.,
a Florida corporation

H. Michael Dye, President

ESPEY, HUSTON & ASSOCIATES, INC.

Charles T. Jasper, President

\51091\011\40FLAMER.006

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into effective as of January 15, 1999, for the merger of ESPEY, HUSTON & ASSOCIATES, INC., a Texas corporation, with and into POST, BUCKLEY, SCHUH & JERNIGAN, INC., a Florida corporation.

WHEREAS, Espey, Huston & Associates, Inc., a Texas corporation (hereinafter referred to as "Espey"), shall merge with and into Post, Buckley, Schuh & Jernigan, Inc., a Florida corporation and the surviving corporation (hereinafter referred to as "Surviving Corporation").

WHEREAS, The sole shareholders of both Espey and the Surviving Corporation hereby waive any mailing requirements under Section 607.1104 of the Florida Statutes.

WHEREAS, There are no shareholders of either Espey or the Surviving Corporation, who, except for Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to the provisions of Section 607.1320 of the Florida Statutes.

WHEREAS, the Articles of Incorporation of the Surviving Corporation shall not be amended due to the merger.

WHEREAS, this Plan of Merger, which was adopted and approved by Espey and the Surviving Corporation in accordance with Section 607.1107, is being submitted in accordance with Section 607.1104 of the Florida Statutes.

ARTICLE I

THE MERGER

Section 1.1. Description of the Merger. As of the Effective Time (as hereinafter defined), Espey, Huston & Associates, Inc., a Texas corporation shall merge with and into Post, Buckley, Schuh & Jernigan, Inc., a Florida corporation (the "Merger") and Post, Buckley, Schuh & Jernigan, Inc., the Florida corporation, shall continue as the surviving corporation subject to the laws of the State of Florida. The address of the Surviving Corporation in the state of Florida is: 2001 N.W. 107 Avenue, Miami, Florida 33172-2507 and attached hereto is a copy of its Articles of Incorporation. The Merger shall be pursuant to and shall have the effect provided for in the Florida Business Corporation Act.

ARTICLE II

ARTICLES OF INCORPORATION, BY-LAWS AND DIRECTORS AND OFFICERS

Section 2.1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation on and after the Effective Time, until thereafter as amended as provided by law.

Section 2.2. By-Laws. The By-laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation on and after the Effective Time, until thereafter as amended as provided by law.

Section 2.3. Directors and Officers. The persons who are directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation in their same positions on and after the Effective Time. The directors and officers shall hold office in accordance with applicable law, the Articles of Incorporation and By-laws of the Surviving Corporation.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

At the Effective Time, pursuant to this Plan of Merger and without any action on the part of the holder thereof, each common share of stock of Espey issued and outstanding immediately prior to the Effective Time shall be cancelled and retired.

ARTICLE IV

EFFECTIVENESS OF MERGER

The Merger shall become effective as of the close of business on January 15, 1999 (the "Effective Time").

ARTICLE V

MISCELLANEOUS

Section 5.1. Expenses. The Surviving Corporation shall pay all expenses incurred in connection with this Plan of Merger.

Section 5.2. Further Assurances. If, at any time after the Effective Time, the Surviving Corporation, its successors or assigns determines that any documentation, action or things are necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, franchises and authority of Espey, the officers and directors of the Surviving Corporation, its successors and assigns shall be authorized to execute and deliver, in the name and on behalf of Espey, all such documentation, and to take and do, in the name and on behalf of Espey or otherwise, all such other actions and things.

Section 5.3. Governing Law. This Plan of Merger shall be governed by and interpreted in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their respective duly authorized officers all as of the date first written above.

ESPEY, HUSTON & ASSOCIATES, INC.,
a Texas corporation

Charles T. Jasper, President

POST, BUCKLE, SCHUH & JERNIGAN, INC.,
a Florida corporation

H. Michael Dye, President

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