

Division of Corporations

Page 1 of 2

123065

Florida Department of State

Division of Corporations
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(((H99000033542 4)))

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EFFECTIVE DATE

1-1-2000

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

LNM GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Handwritten signature and initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

FRANKLIN WAREHOUSE CORPORATION, a Florida corporation, document
number 127823

INTO

LNK GROUP, INC., a Florida entity, 123065

File date: December 30, 1999, effective January 1, 2000

Corporate Specialist: Karen Gibson

AUDIT #: H99000033542

ARTICLES OF MERGER
(Profit Corporations)FILED
99 DEC 30 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

NameJurisdictionEFFECTIVE DATE
1-1-2000LNM Group, Inc. Florida

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

NameJurisdictionFranklin Warehouse Corporation Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on January 1, 2000.

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 15, 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 15, 1999.

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

AUDIT #: H99000033542

AUDIT # : H990000335424

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

LNM Group, Inc.

Paul E. Menden

Dale U. Moseley, President

Franklin Warehouse Corporation

Franklin Miller Moody

Franklin Willis Moseley, Presiden

Аудит №: H99000033542.4

AUDIT #: H99000033542 4

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan") is made this 15th day of December, 1999, by and between FRANKLIN WAREHOUSE CORPORATION, a Florida corporation ("Merging Corporation"), and LNM GROUP, INC., a Florida corporation ("Surviving Corporation"), said corporations hereinafter collectively referred to as "Constituent Corporations."

WITNESSETH:

WHEREAS, Surviving Corporation was duly incorporated in the State of Florida on September 6, 1930, and has authorized capital stock of five hundred (500) shares (\$100.00 par value per share) of common stock (all of which are entitled to vote), and of which sixty-one and one-half (61.5) shares of the common voting stock are duly issued and outstanding; and

WHEREAS, Merging Corporation was duly incorporated in the State of Florida on July 1, 1933, and has authorized capital stock of fifty (50) shares of common stock (all of which are entitled to vote), and of which fifty (50) shares of common voting stock are duly issued and outstanding; and

WHEREAS, the respective Boards of Directors and Shareholders of the Constituent Corporations deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted Resolutions on December 15, 1999, which provide that pursuant to the applicable provisions of the Florida Business Corporation Act, Merging Corporation shall be merged with and into Surviving Corporation in order to combine the assets and businesses of the Constituent Corporations for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

AUDIT #: H99000033542 4

AUDIT #: H99000033542 4

NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.

2. **AGREEMENT TO MERGE.** The Constituent Corporations hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Corporation shall be merged into the Surviving Corporation, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Corporation, without the necessity of any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. **NAME OF MERGED CORPORATION.** The name of the Surviving Corporation shall continue to be: LNM GROUP, INC.

4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of the Surviving Corporation in effect on the Effective Date shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect.

5. **BYLAWS.** The Bylaws of the Surviving Corporation in effect on the Effective Date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect.

6. **DIRECTORS AND OFFICERS.** The directors and officers in office of the Surviving Corporation on the Effective Date of the merger shall continue as the Directors and Officers of the Surviving Corporation, all of whom shall hold their directorships and offices until

AUDIT #: H99000033542 4

AUDIT #: H99000033542 4

the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation .

7. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, shall be as follows:

Since all the shares of the issued and outstanding capital stock of the Merging Corporation and of the Surviving Corporation are presently owned by the same shareholders in the same percentages, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the shareholders after the Effective Date. Upon the Effective Date of the merger, each shareholder of the Merging Corporation shall surrender his or her certificate or certificates to the Surviving Corporation and such certificate or certificates shall be canceled. The then issued and outstanding shares of the Surviving Corporation owned by the shareholders shall continue thereafter to constitute all of the issued and outstanding stock in such Surviving Corporation.

8. **ADOPTION OF PLAN.** Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all the shareholders and all of the directors of the Surviving Corporation and by all of the shareholders and all of the directors of the Merging Corporation.

9. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

AUDIT #: H99000033542 4

AUDIT #: H99000033542 4

10. **AUTHORIZATION OF DIRECTORS AND OFFICERS.** The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

11. **EFFECTIVE DATE.** This Plan shall become effective on the opening of business January 1, 2000 (the "Effective Date"). Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Corporations may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. **RIGHT TO ABANDON MERGER.** The Board of Directors of each of the Constituent Corporations shall have the power in its discretion, prior to the Effective Date, to abandon the merger provided for herein.

AUDIT #: H99000033542 4

AUDIT #: H99000033542 4

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective officers, who are duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations.

MERGING CORPORATION:

FRANKLIN WAREHOUSE
CORPORATION, a Florida corporation

By: Franklin Willis Moseley
Franklin Willis Moseley, President

Attest: Dale U. Moseley, Jr.
Dale U. Moseley, Jr., Secretary

(Corporate Seal)

SURVIVING CORPORATION:

LNLM GROUP, INC., a Florida corporation

By: Dale U. Moseley
Dale U. Moseley, President

Attest: Dale U. Moseley, Jr.
Dale U. Moseley, Jr., Secretary

(Corporate Seal)

AUDIT #: H99000033542 4