

Division of Corporations

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**173884**

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

EFFECTIVE DATE  
**06-30-00**

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**MERGER OR SHARE EXCHANGE****SMITH-LESHER INSURANCE, INC.**

|                       |         |
|-----------------------|---------|
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**06-29-00****DC**

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BRITRALE CORPORATION, a Delaware corporation, F92000000037

INTO

**SMITH-LESHER INSURANCE, INC.**, a Florida entity, 173884

File date: June 29, 2000, effective June 30, 2000

Corporate Specialist: Darlene Connell

FAX AUDIT H00000034629 6

**ARTICLES OF MERGER**  
**(Profit Corporations)**

**EFFECTIVE DATE**  
6-30-00

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> |
|------------------------------|---------------------|
| Smith-Lesher Insurance, Inc. | Florida             |

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

| <u>Name:</u>         | <u>Jurisdiction</u> |
|----------------------|---------------------|
| BritRale Corporation | Delaware            |

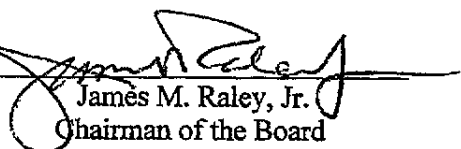
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective at 23:59:59, June 30, 2000, or the date the Articles of Merger are filed with the Florida Department of State if later.

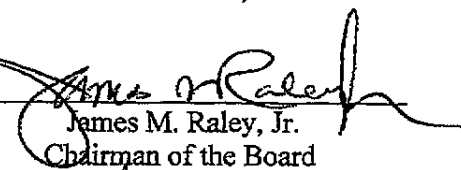
**Fifth:** Adoption of Merger by surviving corporation: The Plan of Merger was adopted by the shareholders of the surviving corporation on June 28, 2000.

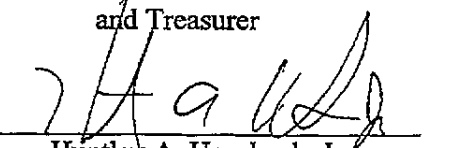
**Sixth:** Adoption of Merger by merging corporation: The Plan of Merger was adopted by the shareholders of the merging corporation on June 28, 2000.

**BritRale Corporation:**

By:   
James M. Raley, Jr.  
Chairman of the Board  
Treasurer and Secretary

**Smith-Lesher Insurance, Inc.:**

By:   
James M. Raley, Jr.  
Chairman of the Board  
and Treasurer

By:   
Huntley A. Hornbeck, Jr.  
President

wd\_realSmithLesherBritRale-merArticle-Merge

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**PLAN OF MERGER****Merger of Parent into Subsidiary Corporation Pursuant to 607.1104, F.S.**

BritRale Corporation, a Delaware corporation, owner of 100% of the outstanding shares of each class of stock of its subsidiary corporation Smith-Lesher Insurance, Inc., a Florida corporation, proposes to merge with Smith-Lesher Insurance, Inc. pursuant to the legal requirements of both Delaware and Florida, upon the following terms:

1. The surviving corporation shall be Smith-Lesher Insurance, Inc.;
2. Each share of common stock of BritRale Corporation issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock of Smith-Lesher Insurance, Inc., and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of BritRale Corporation shall automatically be and become holders of shares of Smith-Lesher Insurance, Inc. upon the basis above specified, whether or not certificates representing such shares are then issued and delivered. Each share of common stock of BritRale Corporation which shall be issued and held by it as treasury shares immediately prior to the effective time of the merger, shall be converted into one share of common stock of Smith-Lesher Insurance, Inc. and shall be held in the treasury of Smith-Lesher Insurance, Inc. until sooner disposed of;
3. The effective time and date of the merger shall be 23:59:59, June 30, 2000;
4. The Board of Directors of BritRale Corporation and Smith-Lesher Insurance, Inc. may terminate the proposed merger at any time prior to filing the requisite documents with the Department of State of the States of Delaware and Florida;
5. The Shareholders of Smith-Lesher Insurance, Inc. who are entitled to vote on this merger and who may dissent from the merger pursuant to 607.1320, F.S. may be entitled to be paid the fair value for their shares, provided they comply with the relevant provisions of Florida law regarding dissenting shareholders.

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