

CT CORPORATION

330567

FILED
2002 JAN -3 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

MHI Financial, Inc.

merging into: MHI Group, Inc.

600004749356--8
01/03/02 01654--007
*****70.00 *****70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 1/3/02 Order#: 5010923
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

Ref#: _____

Amount: \$ _____

RECEIVED

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette JAN 03 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MHI FINANCIAL, INC., a Florida corporation, K73748

INTO

MHI GROUP, INC., a Florida entity, 330567.

File date: January 3, 2002

Corporate Specialist: Cheryl Coulliette

**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>
MHI Group, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
MHI Financial, Inc.	Florida

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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 January 3, 2002
at 12:30 p.m. Eastern Standard Time

(Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 5, 2001.

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 5, 2001.

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

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
MHI Group, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
MHI Financial, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
MHI Group, Inc.	Florida

The name and jurisdiction of each **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
MHI Financial, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Section 1. Each share of common stock of MHI Financial, Inc. issued and outstanding or held in treasury prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and all rights in respect thereof shall cease, and no shares of stock of the Surviving Corporation shall be issued in exchange therefor.

Section 2. Each share of common stock of MHI Group, Inc. issued and outstanding or held in treasury immediately prior to the Effective Time shall remain a share of common stock of MHI Group, Inc. and will retain the same rights and privileges as it had prior to the Effective Time.

Section 3. Each share certificate which immediately prior to the Effective Time represented an outstanding share of MHI Financial, Inc.'s common stock shall be surrendered to MHI Group, Inc. to be cancelled and retired.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Section 1. The Merger shall become effective in accordance with the provisions of the Florida Business Corporation Act on January 3, 2002 at 12:30 p.m. Eastern Standard Time (the "Effective Time").

Section 2. Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of MHI Group, Inc., as in effect immediately prior to the Effective Time, shall be the Articles of

Incorporation of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida Business Corporation Act.

Section 3. By-Laws of the Surviving Corporation. The By-Laws of MHI Group, Inc., as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida Business Corporation Act.

Section 4. Directors of Surviving Corporation. Each person who is a director of MHI Group, Inc. immediately prior to the Effective Time shall continue to be a director of the Surviving Corporation from and after the Effective Time until his or her successor is duly elected or appointed, or until his or her death, resignation, or removal.

Section 5. Officers of Surviving Corporation. The officers of MHI Group, Inc. immediately prior to the Effective Time shall be the officers of the Surviving Corporation, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal.

Section 6. Counterparts. This Plan may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.

Section 7. Severability. In case any provision of this Plan shall be held invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions of the Plan will not in any way be affected or impaired thereby.

Section 8. Governing Law. This Plan shall be construed and interpreted in accordance with the laws of the State of Florida.