

PAUL D. SULLIVAN
ATTORNEY AT LAW
520 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950
TELEPHONE (941) 637-5900
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402104

FILED
98 FEB 12 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 4, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

~~700002365707--8~~
~~12/08/97-01106-018~~
~~*****87.50 *****87.50~~
~~87.50~~

Re: Peeples Appraisal Services, Inc.
Filing of Articles of Merger

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Merger of Peeples Agency, Inc. into Peeples Appraisal Services, Inc. for filing. Included is our check for the following:

\$ 35.00 filing of the articles of merger
\$ 52.50 for certified copy of document.

~~700002365707--8~~
~~12/08/97-01106-018~~
~~*****87.50 *****87.50~~

Thank you for your attention in the above regard.

Sincerely,

Susan L. Corzilius, CLAS

Susan L. Corzilius, C.L.A.
Civil Litigation Specialist

/sc

Enclosures

cc: Peeples Appraisal Services, Inc.

~~700002365707--8~~
~~12/08/97-01106-018~~
~~*****87.50 *****87.50~~

#70 - CF
113.75 - cert

#183 75

CORAPPA
~~700002365707--8~~
~~02/13/98-01018-010~~
~~*****96.25 *****96.25~~

merger

V8 FEB 17 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

PEEPLES APPRAISAL SERVICES, INC., a Florida corporation, J56440

INTO

PEEPLES AGENCY, INC., a Florida corporation, 402104

File date: February 12, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1997

SUSAN L. CORZILIUS, C.L.A.
520 EAST OLYMPIA AVENUE
PUNTA GORDA, FL 33950

SUBJECT: PEEPLES AGENCY, INC.
Ref. Number: 402104

*Please Call me if
anything more is
needed -*

*Joan Duncan
941-639-1122*

We have received your document for PEEPLES AGENCY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

There is a balance of \$35 due for the certified copy you requested. please correct the title of the Articles of Merger as to which corporation is merging into which. The merging corporation was administratively dissolved September 26, 1997 for failure to file the 97 annual report in order to file the merger this corporation will have to be reinstated, please see the proceeding paragraph for information on reinstating this corporation.

* 35

1997 - P.A.S.I

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1994 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$585 reinstatement fee, \$61.25 filing fee for the current year, and \$103.75 corporate supplemental fee for the current year.

* Therefore, the total amount due to reinstate the corporation is \$750.00. Add an additional \$8.75 for each certificate of status requested.

* 185

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 297A00058844



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1998

SUSAN L. CORZILIUS, C.L.A.
520 EAST OLYMPIA AVE.
PUNTA GORDA, FL 33950

SUBJECT: PEEPLES AGENCY, INC.
Ref. Number: 402104

Upon receipt of your letter and/or check(s) totaling \$87.50, no document was found. Please send your document with any fees due to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Please return a copy of this letter to ensure your money is properly credited.

You failed to make the correction(s) requested in our previous letter.

Pursuant to section 607.1422(1)(b), 617.1422(1)(b), or 608.4482, Florida Statutes, your designated registered agent must acknowledge the designation by signing in the appropriate block of the form.

You failed to return your articles and plan of merger when you submitted the reinstatement.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 798A00003140

PAUL D. SULLIVAN
ATTORNEY AT LAW
520 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950
TELEPHONE (941) 637-5900
FACSIMILE (941) 637-7352

February 10, 1998

Velma Shepard, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Peeples Agency, Inc.
Peeples Appraisal Services, Inc.
Referenced Number 402104
Our File #97.513

Dear Ms. Shepard:

The following documents are enclosed to reinstate Peeples Appraisal Services, Inc.:

1. ~~1997 Corporation Annual Report signed by registered agent.~~ *Don't Need*
2. Reinstatement application.
3. Check for \$900.00.

After Peeples Appraisal Services, Inc. is reinstated, the following are enclosed to merge Peeples Appraisal Services, Inc. into Peeples Agency, Inc.:

1. Original and one copy of Articles of Merger.
2. Check for \$96.25.

Our goal is to end up with one corporation, Peeples Agency, Inc. This being our second attempt, please do not hesitate to call if you need any additional information in helping us achieve our goal!

Sincerely,

Susan L. Corzilius, CLAS

Susan L. Corzilius, C.L.A.
Civil Litigation Specialist

/sc
Enclosures
cc: Peeples Agency, Inc.

*Rec'd 2/12
Div. of Corp.*

Articles of Merger of
PEEPLS APPRAISAL SERVICES, INC.,
a Florida corporation,

INTO

PEEPLS AGENCY, INC.
a Florida corporation,

FILED
98 FEB 12 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Peeples Agency, Inc., a Florida corporation, and Peeples Appraisal Services, Inc., a Florida corporation.

Pursuant to Florida Statute §607.1105 of the Florida Business Corporation Act (the "Act"), Peeples Agency, Inc., and Peeples Appraisal, Inc. adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated the 1st day of July, 1997 (the "Agreement"), between Peeples Agency, Inc. and Peeples Appraisal Services, Inc. was unanimously approved and adopted by the shareholders of Peeples Agency, Inc. as of the 1st day of July, 1997 and was unanimously approved and adopted by the shareholders of Peeples Appraisal Services, Inc. as of the 1st day of July, 1997.

2. Pursuant to the Agreement, all issued and outstanding shares of Peeples Appraisal Services, Inc.'s stock will be acquired by means of a merger of Peeples Appraisal Services, Inc. into Peeples Agency, Inc. with Peeples Agency, Inc. as the surviving corporation (the "Merger").

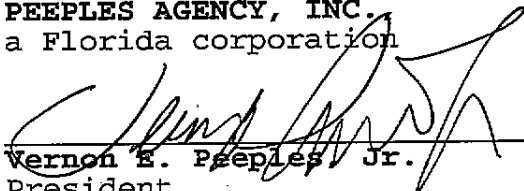
3. The Agreement is attached as **Exhibit A** and incorporated by reference as if fully set forth herein.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be July 1, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 1 day of July, 1997.

PEEPLS AGENCY, INC.
a Florida corporation

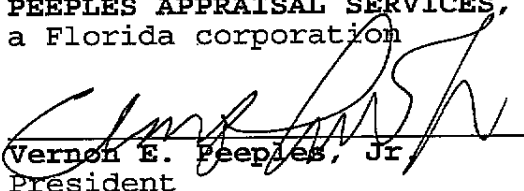
By


Vernon E. Peoples, Jr.
President

* * * *

PEEPLS APPRAISAL SERVICES, INC.
a Florida corporation

By


Vernon E. Peoples, Jr.
President

PLAN OF MERGER, MERGER AGREEMENT

The shareholders of Peeples Agency, Inc., a Florida corporation, have met and unanimously agreed to this plan of merger, and the shareholders of Peeples Appraisal Services, Inc., a Florida corporation, have met and unanimously agreed to this plan of merger.

The Board of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Peeples Appraisal Services, Inc. be merged into Peeples Agency, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

SECTION I

Merger. Peeples Appraisal Services, Inc. shall merge with and into Peeples Agency, Inc., which shall be the surviving corporation.

SECTION II

Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real,

personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION III

Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares is as follows:

(a) Each share of the common stock of Peeples Appraisal Services, Inc. issued and outstanding on the effective date of the merger shall be converted into shares of the common stock of Peeples Agency, Inc., which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in Peeples Appraisal Services, Inc. shall surrender them to Peeples Agency, Inc. or its duly appointed agent. As shares of Peeples Appraisal Service, Inc. are received, Peeples Agency, Inc. shall issue and exchange a like number of shares of Peeples Agency, Inc. to the holder of the exchanged shares.

SECTION IV

Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

SECTION V

Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION VI

Directors and Officers. The directors and officers of the surviving corporation on the effective date of merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

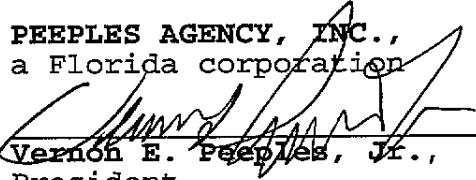
SECTION VII

Approval by Shareholders. By their signatures affixed hereto, all shareholders of each corporation give their consent to this merger

EXECUTED on behalf of the parties by their officers, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

PEEPLS AGENCY, INC.,
a Florida corporation

By

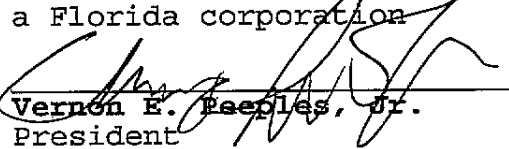

Vernon E. Peeples, Jr.,
President

Corporate Seal

* * * *

PEEPLS APPRAISAL SERVICES, INC.
a Florida corporation

By


Vernon E. Peeples, Jr.,
President