

CT CORPORATION SYSTEM

435349

FILED  
01 MAY 31 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

U.S. Home Mortgage Corporation Merged Into: Universal American Mort

0

Merge

6/1/01

400004334364--5  
-05/30/01--01047--020  
\*\*\*\*192.50 \*\*\*\*192.50

RECEIVED  
01 MAY 30 AM 11:15  
DIVISION OF CORPORATION

<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 checked="" type="checkbox"/> Certified Copy (5)	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS (9) Cent RE merge
<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  
Availability  
Document  
Examiner  
Updater  
Verifier  
W.P. Verifier

5/30/01

Order#: 4472979

Ref: 400004334364--5  
-05/30/01--01047--020  
\*\*\*\*192.50 \*\*\*\*192.50

Amount: \$

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

\*00789, 00524, 00672

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

U.S. HOME MORTGAGE CORPORATION, a Florida corporation 379811

INTO

**UNIVERSAL AMERICAN MORTGAGE COMPANY**, a Florida entity, 435349

File date: May 31, 2001, effective June 1, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 30, 2001

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: UNIVERSAL AMERICAN MORTGAGE COMPANY  
Ref. Number: 435349

*wait in  
pick-up*

We have received your document for UNIVERSAL AMERICAN MORTGAGE COMPANY and your check(s) totaling \$192.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please type in Exhibit A on the agreement and plan of merger.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

*ATW:* Annette Ramsey  
Corporate Specialist

Letter Number: 801A00032987

*Phase Data. merge  
for 5/31/01*

RECEIVED  
DIVISION OF CORPORATIONS  
2001 MAY 31 11:34:40

2001 MAY 31 11:34:40

TO A.C. G. CLERK  
SUFFICIENCY OF FILING

EFFECTIVE DATE  
6/1/01

FILED  
01 MAY 31 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

UNIVERSAL AMERICAN MORTGAGE COMPANY, a Florida corporation (the "Surviving Corporation"), and U.S. HOME MORTGAGE CORPORATION, a Florida corporation (the "Non-surviving Corporation"), hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Section 607.1105 of the Florida Business Corporation Act:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-surviving Corporation and the Surviving Corporation, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. The merger of the Non-surviving Corporation with and into the Surviving Corporation shall become effective on the date on June 01, 2001 at 12:01 a.m. State of the State of Florida (the "Effective Date").

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the shareholders and Board of Directors of each of the Non-surviving Corporation and the Surviving Corporation by Written Consent thereto dated as of May 30, 2001.

4. Pursuant to the Plan of Merger, as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 30th day of May, 2001.

NON-SURVIVING CORPORATION:

U.S. HOME MORTGAGE CORPORATION  
Florida corporation

By: 

James R. Petty, President

SURVIVING CORPORATION:

UNIVERSAL AMERICAN MORTGAGE  
COMPANY, a Florida corporation

By: 

Allan J. Pekor, Chairman of the Board

Exhibit A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of U. S. HOME MORTGAGE CORPORATION, a Florida corporation (the "Non-Surviving Corporation"), with and into UNIVERSAL AMERICAN MORTGAGE COMPANY, a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Non-Surviving Corporation and the Surviving Corporation wish to enter into a merger agreement according to which the Non-Surviving Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will be the Surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

A. The Merger. On the Effective Date (as defined below), the Non-Surviving Corporation shall merge with and into the Surviving Corporation (the "Merger"). Immediately following the Merger, the Surviving Corporation shall continue as the Surviving corporation, and the separate existence of the Non-Surviving Corporation shall cease.

1. Terms and Conditions. The Merger shall become effective on June 1, 2001 at 12:01 a.m. (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

2. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall be the Articles of Incorporation and the Bylaws, respectively, of the Surviving corporation.

3. Conversion of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Non-Surviving Corporation, all outstanding capital stock of the Non-Surviving Corporation shall be canceled, without any conversion thereof, and all the outstanding capital stock of Surviving Corporation shall remain outstanding and unchanged. Any rights to acquire capital stock of the Non-Surviving Corporation shall be converted to rights to acquire capital stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of May 31, 2001.


NON-SURVIVING CORPORATION:  
U.S. HOME MORTGAGE CORPORATION,  
a Florida corporation

By: \_\_\_\_\_

  
James R. Petty, President

SURVIVING CORPORATION:  
UNIVERSAL AMERICAN MORTGAGE COMPANY, a  
Florida corporation

By: \_\_\_\_\_

  
Allan J. Pekor, Chairman of the Board