

460041

THE SOLUTIONS GROUP

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December 19, 2000

William F. Poole, IV
Attorney at Law
Corporate and Business Law
Wills, Trusts and Estate Planning

William F. Poole, IV
Financial Planner*
Debt Reduction
Wealth Accumulation
Retirement Planning
Business Succession
Investment Management

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-12/22/00--01038--015
*****70.00 *****70.00

RE: William F. Poole, IV, P.A. Merger

Ladies and Gentlemen:

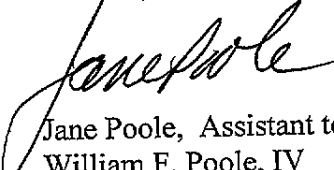
Enclosed is original Articles of Incorporation and Merger Plan for the above referenced corporation for filing. Our firm's check for \$70.00 is enclosed to cover the following costs:

Filing Fee - Merger	
William F. Poole, IV, P.A.	\$35.00
William F. Poole, IV, Legal and Financial Services, P.A.	\$35.00
Total	\$70.00

FILED
00 DEC 22 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your cooperation in this matter.

Sincerely,



Jane Poole, Assistant to
William F. Poole, IV
WILLIAM F. POOLE, IV, P.A.

Merger
Enclosures

T BROWN JAN - 5 2001

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

WILLIAM F. POOLE, IV, LEGAL AND FINANCIAL SERVICES, P.A., a Florida
corporation, P00000060288

INTO

WILLIAM F. POOLE, IV, P.A., a Florida entity, 460041.

File date: December 22, 2000

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
WILLIAM F. POOLE, IV, P.A. AND
WILLIAM F. POOLE, IV, LEGAL AND FINANCIAL SERVICES, P.A.**

FILED
00 DEC 22 AM 9: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, William F. Poole, IV, P.A. , a Florida corporation, and William F. Poole, IV, P.A., Legal and Financial Services, P.A., a Florida corporation, adopt the following Articles of Merger for the purposes of merging William F. Poole, IV, Legal and Financial Services, P.A.. into William F. Poole, IV, P.A.:

(1) The plan of merger setting forth the terms and conditions of merger of William F. Poole, IV, P.A. Legal and Financial Services, P.A.. into William F. Poole, IV, P.A.. is attached to the Articles of Merger and incorporated herein by reference.

(2) There are one hundred (100) shares of common stock of \$1.00 par value of William F. Poole, IV, P.A. outstanding that were entitled to vote in the plan of merger; and one hundred (100) shares are voted in favor of the plan of merger by Written Consent dated the 19 day of December, 2000.

(3) There are one hundred (100) shares of common stock of \$1.00 par value of William F. Poole, IV, Legal and Financial Services, Inc. issued and outstanding that were entitled to vote in the Plan of Merger; and one hundred (100) shares are voted in favor of the Plan of Merger by Written Consent dated the 19 day of December, 2000.

(4) The plan of merger shall be effective upon the filing of these Articles with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed as of the 19 day of December.

Signed, sealed and delivered
in the presence of:

Patricia Rivers
Elberta Jones-Poole

WILLIAM F. POOLE, IV, P.A.

By:

William F. Poole, IV
President

Signed, sealed and delivered

in the presence of:

Patricia Rivers
Elberta Jones-Poole

By:

William F. Poole, IV
President

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 19 day of December, by William F. Poole, IV as President for William F. Poole, IV, P.A. and as President for William F. Poole, IV, Legal and Financial Services, P.A., who is personally known to me or has produced _____ as identification.

Patricia Rivers
Notary of Public - State of Florida



Patricia Rivers
My Commission CC659286
Expires June 23, 2001

MERGER PLAN

(FS §§ 607.1101; 607.1103)

WILLIAM F. POOLE, IV, P.A., a Florida corporation and WILLIAM F. POOLE, IV, LEGAL AND FINANCIAL SERVICES, P.A., a Florida corporation, hereby adopt the following Plan of Merger pursuant to § 607.1101, Fla. Stat. (1999).

1. Name of each corporation planning to merge is:

William F. Poole, IV, P.A.

William F. Poole, IV, P.A. Legal
and Financial Services, P.A.

2. Name of surviving corporation is:

William F. Poole, IV, P.A.

3. The terms and conditions of the merger are:

William F. Poole, IV, Legal and Financial Services, P.A. will be absorbed by William F. Poole, IV, P.A. as the surviving corporation.

4. The manner and basis of converting the shares of each corporation is:

William F. Poole, IV, Legal and Financial Services, P.A. will be converted on the basis of one for one.

5. The manner and basis of converting rights to acquire shares of each corporation is:

There are no outstanding rights to acquire shares.

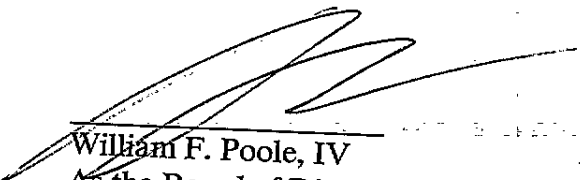
7. The effective date of the merger is:

Date of filing with the Secretary of State.

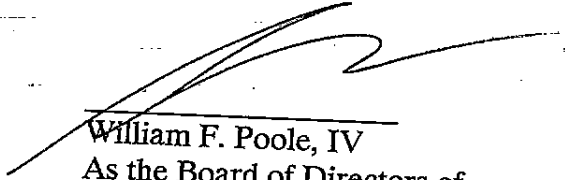
8. Other provisions relating to the merger:

The fictitious name "The Solutions Group" held by William F. Poole, IV, Legal

and Financial Services, P.A., will be transferred to the surviving corporation.



William F. Poole, IV
As the Board of Directors of
William F. Poole, IV, P.A.,
a Florida corporation



William F. Poole, IV
As the Board of Directors of
William F. Poole, IV, P.A. Legal
and Financial Services, P.A.,
a Florida corporation