

482510



FILED
01 SEP -7 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 463070 81491A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 7, 2001

ORDER TIME : 10:54 AM

ORDER NO. : 463070-005

CUSTOMER NO: 81491A

CUSTOMER: Ms. Laura K. Mcneill
Jones Foster Johnston & Stubbs
Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

Merger

800004575358--1
-09/07/01--01069--018
*****70.00 *****70.00

ARTICLES OF MERGER

RSA, INC.

INTO

RON SELLERS & ASSOCIATES,
INC.

RECEIVED
01 SEP -7 AM 11:35
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DR
9/13/01

*00250, 02277, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

RSA, INC., a Florida corporation P98000003132

,

INTO

RON SELLERS & ASSOCIATES, INC., a Florida entity, 482510.

File date: September 7, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 7, 2001

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: RON SELLERS & ASSOCIATES, INC.
Ref. Number: 482510

We have received your document for RON SELLERS & ASSOCIATES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 801A00050517

RESUBMIT
Please give original
submission date as file date.

2001 SEP 13 AM 11:22
TO AGENCY OF FILING
SUFFICIENCY OF FILING

ARTICLES OF MERGER
RSA, INC., A FLORIDA CORPORATION
INTO
RON SELLERS & ASSOCIATES, INC., A FLORIDA CORPORATION
(THE SURVIVOR)

FILED
01 SEP -7 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 of the Florida General Corporation Act, RSA, INC., a Florida corporation ("RSA"), and RON SELLERS & ASSOCIATES, INC., a Florida corporation ("Ron Sellers & Associates"), adopt the following Articles of Merger for the purpose of merging RSA into Ron Sellers & Associates, the latter of which is to survive the merger:

ARTICLE I

That certain Plan and Agreement of Merger (the "Agreement") by and between RSA and Ron Sellers & Associates attached hereto and made a part hereof was duly approved by all the Directors and Shareholders of RSA on January 1, 2001 and by all the Directors and Shareholders of Ron Sellers & Associates on January 1, 2001.

ARTICLE II

The Articles of Incorporation of Ron Sellers & Associates, as amended, shall be the Articles of Incorporation of the merged corporation.

ARTICLE III

Article III of the Articles of Incorporation of Ron Sellers & Associates, as amended, which presently states:

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 500 shares of Class A Voting common stock of \$1.00 par value, fully paid and non-assessable, and 500 shares of Class B Non-Voting common stock of \$1.00 par value, fully paid and non-assessable.

is deleted in its entirety and the following is inserted in lieu thereof:

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 1000 shares of Class A Voting common stock of \$1.00 par value, fully paid and non-assessable, and 1000 shares of Class B Non-Voting common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Article VII of the Articles of Incorporation of Ron Sellers & Associates, as amended, which presently states:

ARTICLE VII

The number of Directors of this Corporation shall be one (1) until such number shall be increased by action of the shareholders as provided in the By-Laws.

is deleted in its entirety and the following is inserted in lieu thereof:

ARTICLE VII

The number of Directors of this Corporation shall not be less than three (3) nor more than five (5).

ARTICLE V

These Articles of Merger shall be effective on the date of filing with the Department of State of the State of Florida (the "Effective Date").

IN WITNESS WHEREOF, RSA, Inc., a Florida corporation, and Ron Sellers & Associates, Inc., a Florida corporation, have caused these Articles of Merger to be duly executed by their respective authorized officers.

RSA, INC., a Florida corporation

By: Ronald F. Sellers
Ronald F. Sellers
Its: President

By: Metta L. Hall
Metta Hall
Its: Secretary

RON SELLERS & ASSOCIATES, INC., a
Florida corporation

By: Christopher B. Gardner
Christopher B. Gardner
Its: President

By: Wanda V. Esters
Wanda V. Esters
Its: Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Ronald F. Sellers, as President of RSA, Inc., a Florida corporation, on behalf of said corporation. He is personally known to me or has produced a driver's license as identification, this 25th day of

June, 2001.

(NOTARY SEAL)

Metta L. Hall

Notary Public, State of Florida

Print Name:

Commission No. Metta L. Hall

Commission # CC 916394

Commission Expires March 13, 2004

Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Metta Hall, as Secretary, of RSA, Inc., a Florida corporation, on behalf of said corporation. She is personally known to me or has produced a driver's license as identification, this 25th day of

June, 2001.

(NOTARY SEAL)

Eirene E. Werts

Notary Public, State of Florida

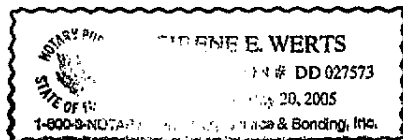
Print Name:

Eirene E. Werts

Commission No.:

Commission Expires:

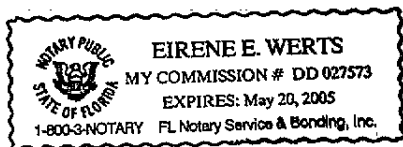
EIRENE E. WERTS
MY COMMISSION # DD 027573
EXPIRES: May 20, 2005
1-800-9-NOTARY FL Notary Service & Bonding, Inc.



STATE OF FLORIDA
COUNTY OF Florida

The foregoing instrument was acknowledged before me by Christopher B. Gardner, as President of Ron Sellers & Associates, Inc., a Florida corporation, on behalf of said corporation. He is personally known to me or has produced a driver's license as identification, this 25th day of June, 2001.

(NOTARY SEAL)



Eirene E. Werts

Notary Public, State of Florida

Print Name: EIRENE E. WERTS

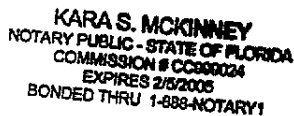
Commission No.: _____

Commission Expires: _____

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me by Wanda V. Esters, as Secretary of Ron Sellers & Associates, Inc., a Florida corporation, on behalf of said corporation. She is personally known to me or has produced a driver's license as identification, this 25th day of June, 2001.

(NOTARY SEAL)



Kara S. McKinney

Notary Public, State of Florida

Print Name: Kara S. McKinney

Commission No.: CC999024

Commission Expires: 2/5/2005

PLAN AND AGREEMENT OF MERGER

Pursuant to Section 607.1101 of the Florida General Corporation Act, RSA, INC., a Florida corporation ("RSA"), and RON SELLERS & ASSOCIATES, INC., a Florida corporation ("Ron Sellers & Associates"), adopt the following Plan and Agreement of Merger ("Agreement") for the purpose of merging RSA into Ron Sellers & Associates, the latter of which is to survive the merger:

RECITALS:

WHEREAS, RSA is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Ron Sellers & Associates is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, RSA and Ron Sellers & Associates have agreed that RSA shall merge into Ron Sellers & Associates upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants contained in this agreement, RSA and Ron Sellers & Associates, the constituent corporations to this agreement, agree as follows:

A. RSA and Ron Sellers & Associates agree that RSA shall be merged into Ron Sellers & Associates as a single corporation upon the terms and conditions of this Agreement and that Ron Sellers & Associates shall continue under the laws of the State of

Florida as the Surviving Corporation (the "Surviving Corporation"), and they further agree as follows:

1. The Articles of Incorporation of Ron Sellers & Associates, as amended through the effective date of this Agreement ("Effective Date"), shall be the Articles of Incorporation of the Surviving Corporation, except that Article III of the Articles of Incorporation of the Surviving Corporation shall state:

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 1000 shares of Class A Voting common stock of \$1.00 par value, fully paid and non-assessable, and 1000 shares of Class B Non-Voting common stock of \$1.00 par value, fully paid and non-assessable.

and Article VII of the Articles of Incorporation of the Surviving Corporation shall state:

ARTICLE VII

The number of Directors of this Corporation shall not be less than three (3) nor more than five (5).

2. The By-Laws of Ron Sellers & Associates in effect on the Effective Date shall be the By-Laws of the Surviving Corporation until they shall be altered, amended or repealed or until new By-Laws are adopted as provided therein.

3. On the Effective Date, the names of the Directors and principal officers of the Surviving Corporation who shall hold office until their respective successors have been elected or appointed and qualified are:

(a) Directors:

Ronald F. Sellers, Chairman of the Board of Directors

Christopher B. Gardner, Director

Benjamin L. Sellers, Director

(b) Officers:

Ronald F. Sellers, Chief Executive Officer

Christopher B. Gardner, President

Benjamin L. Sellers, Senior Vice President

B. When this Agreement is approved and filed, the separate existence of RSA shall cease, RSA shall be merged into the Surviving Corporation, and the Surviving Corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights and privileges and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged. The title to any real estate, whether vested by deed or otherwise in the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens on the property of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the constituent corporations shall then attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

C. The manner and basis of converting and exchanging shares of stock of the constituent corporations shall be as follows:

1. On the Effective Date, each share of Class A Voting common stock of RSA issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the holder of shares of such stock, shall be converted into and exchanged for 1 / 20.00 of one share of Class A Voting common stock of the Surviving Corporation.

2. On the Effective Date, each share of Class B Non-Voting common stock of RSA issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the holder of shares of such stock, shall be converted into and exchanged for 1 / 20.00 of one share of Class B Non-Voting common stock of the Surviving Corporation.

3. Each issued and outstanding share of Class A Voting common stock of Ron Sellers & Associates shall continue as one share of Class A Voting common stock of the Surviving Corporation.

4. Each issued and outstanding share of Class B Non-Voting common stock of Ron Sellers & Associates shall continue as one share of Class B Non-Voting common stock of the Surviving Corporation.

D. All shares of Ron Sellers & Associates stock for and into which shares of RSA stock shall have been converted and exchanged pursuant to this Agreement shall be

deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged shares.

E. RSA and Ron Sellers & Associates shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the merger contemplated by this Agreement.

F. Upon the Effective Date, the transfer books of RSA shall be closed, and no transfer of shares of RSA stock shall be made or consummated thereafter.

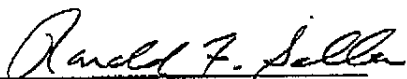
G. After the Effective Date, the constituent corporations shall take all action necessary or appropriate in order to effectuate the merger contemplated by this Agreement.

H. Ron Sellers & Associates shall pay all expenses incurred in connection with the transactions contemplated by this Agreement.

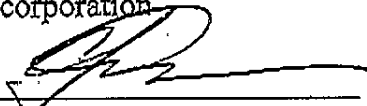
I. This Agreement is made pursuant to and shall be construed under the laws of the State of Florida.

IN WITNESS WHEREOF, RSA, Inc., a Florida corporation, and Ron Sellers & Associates, Inc., a Florida corporation, acting through their duly authorized officers, have signed this Plan and Agreement of Merger which is effective as of the date of filing with the Department of State of the State of Florida (the "Effective Date").

RSA, INC., a Florida corporation

By: 
Ronald F. Sellers
President

RON SELLERS & ASSOCIATES, INC., a
Florida corporation

By: 
Christopher B. Gardner
President

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