

515336

MARTIN ERROL RICE, P.A.

Attorney At Law

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December 31, 1996

FILED
97 JAN -2 PM 12:22
SECTION 601.01
TALLAHASSEE, FLORIDA

Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

Federal Express

RE: Articles of Amendment of Iler, Wall & Shonter Insurance, Inc. and Bay Area Insurors, Inc. (Charter #F97940) merger into Iler, Wall & Shonter Insurance, Inc. (Charter #515336)

Dear Ms. Mortham:

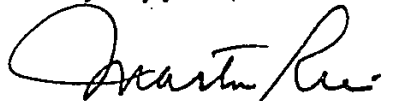
Enclosed find:

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****210.00 ****122.50

1. Articles of Amendment to increase the number of authorized shares of capital stock of Iler, Wall & Shonter Insurance, Inc. to 10,638.
2. Articles of Merger merging Bay Area Insurors, Inc. into Iler, Wall & Shonter Insurance, Inc.
3. Plan of Merger.
4. My check in the amount of \$210.00, representing \$35.00 for Articles of Amendment, \$52.50 for certified copy of same, \$70.00 for the two corporations to merge, \$52.50 for a certified copy.

\$ 70.00 - CF
52.50 - cert.
\$ 122.50

Very truly yours,



Martin Errol Rice, Esq.

MER/ms
Encls.

VB JAN 1 4 1997

merger

515336

ARTICLES OF MERGER
Merger Sheet

MERGING:

BAY AREA INSURORS, INC., a Florida corporation, F97940

INTO

ILER, WALL & SHONTER, INSURANCE, INC., a Florida corporation, 515336

File date: January 2, 1997

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF FLORIDA CORPORATIONS

BAY AREA INSURORS, INC.
(Charter #F97940)

into

ILER, WALL & SHONTER INSURANCE, INC.
(Charter #515336)

FILED
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 et seq. of the Florida General Corporation Act, the undersigned corporations, being validly and legally formed under the laws of the State of Florida, adopt the following Articles of Merger for the purpose of merging them into one of such corporation:

1. The attached Plan of Merger was adopted by the undersigned corporations in the manner prescribed by the Florida General Corporations Act.

2. The date of adoption of the Plan of Merger by the shareholders and directors of both corporations was the 15th day of December, 1996.

3. The Plan of Merger will become effective as of the opening of business on the 1st day of January, 1997.

4. The Plan of Merger calls for a conversion of issued shares that shall be effected as provided for in Section three of the attached Plan of Merger.

5. Pursuant to the Plan of Merger, the surviving corporation is Iler, Wall & Shonter Insurance, Inc.

DATED this 27th day of December, 1996.

BAY AREA INSURORS, INC.

By: [Signature]

Its: President

Attest: [Signature]

ILER, WALL & SHONTER INSURANCE,
INC.

By: Richard L. Iler

Its: President

Attest: Courtney Bentley

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
30 day of December, 1996, by Richard J.
Busch, as President of BAY AREA INSURORS,
INC., on behalf of the corporation. He/she is personally
known to me or has produced as
identification and did take an oath.

Margaret B Bentley
Notary Public, State of FL

My Commission Expires:



MARGARET B. BENTLEY
MY COMMISSION # 00475527 EXPIRES
JUNE 22, 1999
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
30th day of December, 1996, by Richard L. Iler
as President of ILER, WALL & SHONTER
INSURANCE, INC., on behalf of the corporation. He is
personally known to me or has produced
as identification and did take an oath.

Margaret B Bentley
Notary Public, State of FL

My Commission Expires:



MARGARET B. BENTLEY
MY COMMISSION # 00475527 EXPIRES
JUNE 22, 1999
BONDED THRU TROY FARM INSURANCE, INC.

PLAN OF MERGER

Plan of Merger dated the 30th day of December, 1996, by and between BAY AREA INSURORS, INC., a Florida corporation, hereinafter some times called "the absorbed corporation," and ILER, WALL & SHONTER INSURANCE, INC., a Florida corporation, hereinafter sometimes called the surviving corporation.

STIPULATIONS

A. Bay Area Insurors, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal place of business at 800 49th Street North, St. Petersburg, Pinellas County, Florida.

B. Bay Area Insurors, Inc. has capitalization of Nine Hundred (900) authorized shares of One Dollars (\$1.00) par value common stock, of which 900 shares are issued and outstanding.

C. Iler, Wall & Shonter Insurance, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal place of business at 800 49th Street North, St. Petersburg, Pinellas County, Florida.

D. Iler, Wall & Shonter Insurance, Inc. has capitalization of Ten Thousand Six Hundred and Thirty-Eight (10,638) authorized shares of One Dollars (\$1.00) par value common stock, of which 10,638 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Bay Area Insurors, Inc. be merged into Iler, Wall & Shonter Insurance, Inc., pursuant to the provisions of Sections 607.1101 et seq. of the Florida General 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 1954, as amended.

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

SECTION ONE. MERGER. Bay Area Insurors, Inc., the disappearing corporation, shall merge with and into Iler, Wall & Shonter Insurance, Inc., which shall be the surviving corporation.

SECTION TWO. 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 thereafter 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 corporations shall be impaired by the merger.

SECTION THREE. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of Bay Area Insurors, Inc. issued and outstanding on the effective date of the merger shall be converted into Two and One Hundred Eighty-Seven Hundredths (2.187) shares of the One (1.00) Dollar par value common stock of Iler, Wall & Shonter Insurance, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(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 the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporations shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

SECTION FOUR. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation

Iler, Wall & Shonter Insurance, Inc. shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE. CHANGES IN BYLAWS. The bylaws of the surviving corporation Iler, Wall & Shonter Insurance, Inc. shall continue to be its bylaws following the effective date of the merger.

SECTION SIX. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation, Iler, Wall & Shonter Insurance, Inc. on the effective date of the 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 SEVEN. PROHIBITED TRANSACTIONS. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION EIGHT. APPROVAL BY STOCKHOLDERS. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 15, 1996, or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION NINE. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be as of the opening of business on January 1, 1997.

SECTION TEN. ABANDONMENT OF MERGER. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporations at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporations on or before December 31, 1996; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporations, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

SECTION ELEVEN. SEPARATE EXISTENCE. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of the Agreement of

Merger, or as continued by statute. All of the rights privileges, powers, franchises, property and assets of every kind and description shall be vested in and be held and enjoyed by the Surviving Corporation.

SECTION TWELVE. WARRANTIES AND COVENANTS OF ABSORBED CORPORATION AND SHAREHOLDERS OF ABSORBED CORPORATION. The absorbed corporation and the shareholders of said corporation jointly and severally warrant and covenant as follows:

(a) Each shareholder is the owner of record of the number of fully paid and nonassessable shares of common stock of Bay Area Insurors, Inc.:

Susan Antekeier 450

Richard J. Busch 450

(b) As of this Agreement, Bay Area Insurors, Inc. is authorized to issue Nine Hundred (900) common shares of which 900 shares are issued and outstanding. No options are currently outstanding for the purchase of any shares of Bay Area Insurors, Inc.

(c) Bay Area Insurors Inc. is duly incorporated and authorized to do business under the laws of the state of Florida.

(d) Bay Area Insurors, Inc. has the power and authority to carry on its business as currently conducted, and holds, or is duly licensed under all licenses, permits and authorizations to carry on its business as currently conducted, free and clear of all liens, encumbrances and claims of any kind.

(e) The balance sheet and financial statement of Bay Area Insurors, Inc. dated 12/31/96, is fully accurate and reflects the financial condition of the corporation on the date set forth, and there has been no material change in same since.

(f) As of the date of this Agreement, Bay Area Insurors, Inc. is not in default under any contract or agreement, or under the order or decree of any court or agency. There are no actions pending or threatened against Bay Area Insurors, Inc., and neither the execution and delivery of this agreement nor the consummation of this merger will result in breach of, or accelerate the performance required by any contract or agreement to which Bay Area Insurors, Inc., or any shareholder, is now a party.

(h) Bay Area Insurors, Inc. has disclosed a complete list of all assets and liability of the corporation to the

surviving corporation, and all assets are free and clear of liens or encumbrances.

(i) Bay Area Insuror and its shareholders agree to indemnify the surviving corporation and its shareholders as they existed prior to the merger, against any and all loss, damage, costs and expense that the surviving corporation or its shareholders which they may sustain as a result of any inaccurate representation or breach of warranty or covenant made by Bay Area Insurors, Inc. or its shareholders herein.

IN WITNESS WHEREOF, the Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Boards of Directors and Shareholders of each corporation.

Patricia K. Allison
Carol Baker
As to Disappearing Corp.

BAY AREA INSURORS, INC.

BY: *Richard J. Busch*
RICHARD J. BUSCH, President
Attest: *Susan Antekier*
SUSAN ANTEKIER

(Corporate Seal)

Patricia K. Allison
Carol Baker
As to Surviving Corp.

ILER, WALL & SHONTER
INSURANCE, INC.

BY: *Richard L. Iler*
RICHARD L. ILER, President
Attest: *Claire Shonter*
CLAIRE SHONTER,
Vice-President/Secretary


(Corporate Seal)

CERTIFICATE

The undersigned, as Secretary (or Assistant secretary) and the President (or Chairman of Board or Vice president) of BAY AREA INSURORS, INC., a Florida corporation do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 15th day of December, 1996, pursuant to the laws of the State of Florida, or (b) at a special

meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the 15th day of December, 1996, at which a quorum of Stockholders and Directors were present thereat, and that at said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for each purpose.


WITNESS our hands and seals this 30th day of December, 1996.


SUSAN ANTEKEIER
Secretary

CERTIFICATE

The undersigned, as Secretary (or Assistant Secretary) and the President (or Chairman of Board or Vice President) of ILER, WALL & SHONTER, INC., a Florida corporation do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 15th day of December, 1996, pursuant to the laws of the State of Florida, or (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the 15th day of December, 1996, at which a quorum of Stockholders and Directors were present thereat, and that at said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for each purpose.

WITNESS our hands and seals this 30th day of December, 1996.


CLAIRE SHONTER
Secretary

515336

MARTIN ERROL RICE, P.A.

Attorney At Law

Post Office Box 205

St. Petersburg, Florida 33731

(813) 821-4884

December 31, 1996

FILED
97 JAN -2 PM 12:21
TALLAHASSEE FLORIDA

Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

Federal Express

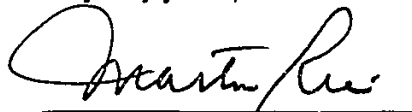
RE: Articles of Amendment of Iler, Wall & Shonter Insurance, Inc. and Bay Area Insurors, Inc. (Charter #F97940) merger into Iler, Wall & Shonter Insurance, Inc. (Charter #515336)

Dear Ms. Mortham:

Enclosed find:

1. Articles of Amendment to increase the number of authorized shares of capital stock of Iler, Wall & Shonter Insurance, Inc. to 10,638.
2. Articles of Merger merging Bay Area Insurors, Inc. into Iler, Wall & Shonter Insurance, Inc.
3. Plan of Merger.
4. My check in the amount of \$210.00, representing \$35.00 for Articles of Amendment, \$52.50 for certified copy of same, \$70.00 for the two corporations to merge, \$52.50 for a certified copy.

Very truly yours,


Martin Errol Rice, Esq.

MER/ms
Encls.

\$ 35.00 - CF
52.50 - Cert

87.50

Amend

VS JAN 14 1997

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-01/02/97--01063--002
***210.00 ***87.50

ILER, WALL & SHONTER INSURANCE, INC.
(Charter #515336)

ARTICLES OF AMENDMENT

FILED
97 JAN -2 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The following provisions of the Articles of Incorporation of ILER, WALL & SHONTER INSURANCE, INC., a Florida corporation, filed in Tallahassee on the 29th day of September, 1976 be and they hereby are amended in the following particulars:

Article IV, CAPITAL STOCK, is amended to read as follows:

"The aggregate number of shares that the corporation is authorized to issue is 10,638.

Such shares shall be on a single class, and shall have a par value of One Dollar (\$1.00)."

2. The foregoing amendments were unanimously adopted by the Stockholders and Directors of the corporation on the 15th day of December, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 27th day of December, 1996.

ILER, WALL & SHONTER
INSURANCE, INC. a Florida
corporation

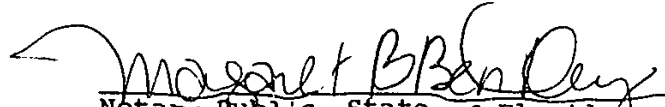
By *Richard L. Iler*
President

Clara Shonter
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me, this 30 day of December, 1996, by Richard Lee Iler, President of Iler, Wall & Shonter Insurance, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or who produced the identification, who executed the

foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

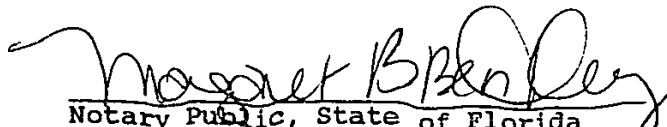

Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS



MARGARET B. BENTLEY
MY COMMISSION # CC475527 EXPIRES
JUNE 22, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

The foregoing instrument was acknowledged before me, Claire
this 30 day of December, 1996, by ~~XXXXXXXXXX~~, Shonter
Secretary of Iler, Wall & Shonter Insurance, Inc., a Florida
corporation, on behalf of the corporation. He is personally
known to me or who produced the
identification, who executed the foregoing Articles of
Amendment and he acknowledged before me that he executed
such instrument for the purposes therein stated.


Notary Public, State of Florida
My Commission Expires:

c:\artamend.doc
Corp. Disk #3



MARGARET B. BENTLEY
MY COMMISSION # CC475527 EXPIRES
JUNE 22, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.