

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

519791

Hugh Cotton Insurance Inc.

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DIVISION OF CORPORATION

C. Coulllette DEC 05 2001

Signature _____

Requested by: *WC*

Name

Date *12/5*

Time *12:00*

Walk-In _____

Will Pick Up _____

FILED
2001 DEC -5 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

____ Art of Inc. File
____ LTD Partnership File
____ Foreign Corp. File
____ L.C. File
____ Fictitious Name File
____ Trade/Service Mark
____ Merger File
____ Art. of Amend. File
____ RA Resignation
____ Dissolution / Withdrawal
____ Annual Report / Reinstatement
____ Cert. Copy
____ Photo Copy
____ Certificate of Good Standing
____ Certificate of Status
____ Certificate of Fictitious Name
____ Corp Record Search
____ Officer Search
____ Fictitious Search
____ Fictitious Owner Search
____ Vehicle Search
____ Driving Record
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ Courier

ARTICLES OF MERGER
OF
H.M. COTTON CORPORATION
(A Florida corporation)
INTO
HUGH COTTON INSURANCE, INC.
(A Florida corporation)

FILED
2001 DEC -5 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, H.M. Cotton Corporation, a Florida corporation and Hugh Cotton Insurance, Inc., a Florida corporation, sometimes collectively referred to as the "Constituent Corporations", adopt the following Articles of Merger pursuant to Section 607.1105 of the Florida Statutes:

1. The names of the undersigned corporations and the State under the laws of which they are respectively incorporated are:

<u>Name of Corporation</u>	<u>State</u>
H.M. Cotton Corporation	Florida
Hugh Cotton Insurance, Inc.	Florida

2. A Plan of Merger ("Plan") has been approved and adopted, by the Board of Directors and all of the Stockholders of each of the Constituent Corporations on November 30, 2001 in accordance with Section 607.1103 of the Florida Statutes.
3. The name of the surviving corporation is Hugh Cotton Insurance, Inc., a Florida corporation (sometimes referred to as the "Surviving Corporation"), and it is governed under the laws of the State of Florida.
4. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation after the effective date of the merger as such existed immediately before the merger.
5. The Plan is on file at the Surviving Corporation's principal office.
6. A copy of the Plan shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.
7. The authorized capital stock of H.M. Cotton Corporation before the merger was as follows:

<u>Type of Shares</u>	<u>Authorized</u>	<u>Outstanding</u>
Common Shares	6,325	6,325

ARTICLES OF MERGER
Merger Sheet

MERGING:

H.M. COTTON CORPORATION, a Florida corporation, 264874

INTO

HUGH COTTON INSURANCE, INC., a Florida entity, 519791

File date: December 5, 2001

Corporate Specialist: Cheryl Coulliette


The authorized capital stock of Hugh Cotton Insurance, Inc. after the implementation of the merger is as follows:

<u>Type of Shares</u>	<u>Authorized</u>	<u>Outstanding</u>
Common Shares	6,325	6,325

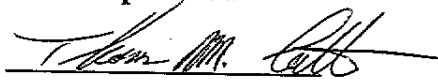
8. The merger shall be effective as of November 30, 2001.

DATED this 30th day of November, 2001.


Attest:


Secretary


H.M. Cotton Corporation,
a Florida corporation

By: 
Thomas M. Cotton
Its: President

Attest:


Secretary

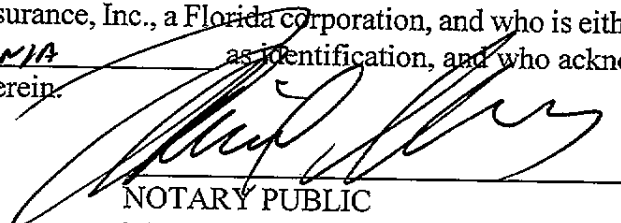
Hugh Cotton Insurance, Inc.,
a Florida corporation

By: 
Thomas M. Cotton
Its: President

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 30th day of November, 2001, by **Thomas M. Cotton**, as the President of H.M. Cotton Corporation, a Florida corporation, and as President of Hugh Cotton Insurance, Inc., a Florida corporation, and who is either personally known to me or who produced N/A as identification, and who acknowledged the truth of the statements contained herein.

(Notary Seal)


NOTARY PUBLIC
My Commission Expires



Maurice Shams
MY COMMISSION # CC878513 EXPIRES
October 10, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 30th day of November, 2001, pursuant to the provisions of the Florida Business Corporation Act, among H. M. Cotton Corporation, a Florida corporation, and Hugh Cotton Insurance, Inc., a Florida corporation, said two corporations sometimes being collectively referred to as the "Constituent Corporations".

Recitals

A. H. M. Cotton Corporation, is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on December 7, 1976, by Articles of Incorporation filed with the Secretary of State of the State of Florida. The principal office of H. M. Cotton Corporation is 2315 Curry Ford Road, Orlando, FL 32806; and the name of the registered agent is Hugh M. Cotton, Jr.;

B. Hugh Cotton Insurance, Inc. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on December 7, 1976, by Articles of Incorporation filed with the Secretary of State of the State of Florida. The principal office of Hugh Cotton Insurance, Inc. is 2315 Curry Ford Road, Orlando, FL 32806; and the name of the registered agent is Hugh M. Cotton, Jr.;

C. H. M. Cotton Corporation as of the date of this Agreement has an authorized capitalization consisting of 6,325 shares of \$1.00 par value per share of Common Stock designated as "Common Shares", of which 6,325 of Common Shares have been validly issued and presently outstanding;

D. Hugh Cotton Insurance, Inc. as of the date of this Agreement has an authorized capitalization consisting of 6,325 shares of \$1.00 par value per share of Common Stock designated as "Common Shares", of which 6,325 shares of Common Shares have been validly issued and presently outstanding;

E. The respective Board of Directors of H. M. Cotton Corporation and Hugh Cotton Insurance, Inc. have determined that it is desirable, upon the terms and subject to the conditions set forth herein, that H. M. Cotton Corporation be merged with and into Hugh Cotton Insurance, Inc. and that Hugh Cotton Insurance, Inc. be the surviving corporation;

F. In consideration of the mutual covenants and agreements herein contained, it is agreed that, in accordance with the applicable Statutes of the State of Florida, that H. M. Cotton Corporation shall be effective November 30, 2001, merged with and into Hugh Cotton Insurance, Inc. (the "Merger"), and that the terms and conditions of the Merger, the mode of carrying the same into effect, the manner and basis of converting shares, and such other provisions as are deemed necessary or desirable to be effected by the Merger shall be as follows:

Article I
Merger

1.1 Merger. As of November 30, 2001 ("Effective Date"), H. M. Cotton Corporation shall be merged with and into Hugh Cotton Insurance, Inc., the separate existence of H. M. Cotton Corporation shall cease, and Hugh Cotton Insurance, Inc. shall continue in existence as the surviving corporation. From and after the Effective Date, the corporate existence of Hugh Cotton Insurance, Inc. with all its rights, privileges, immunities, powers and purposes, shall continue unaffected and unimpaired by the Merger.

1.2 Closing and Effective Time. The consummation of the merger of H. M. Cotton Corporation with and into Hugh Cotton Insurance, Inc. (the "Closing") shall take place at the offices of Moran & Shams, P.A., 111 North Orange Avenue, Suite 1200, Orlando, Florida, on the 30th day of November, 2001 (the "Closing Date"). Simultaneously with the consummation of the Closing, this Plan and Merger, or Articles of Merger, and all other instruments or documents required to make the Merger effective, or to complete the transaction as contemplated by the terms of this Agreement, shall be filed with the appropriate governmental agencies or authorities of the State of Florida. The date on which the Merger shall become effective shall be November 30, 2001.

1.3 Articles of Incorporation. After the Effective Date, the Articles of Incorporation of Hugh Cotton Insurance, Inc. in effect immediately prior to the Effective Date, shall be and continue to be the Articles of Incorporation of Hugh Cotton Insurance, Inc., the surviving corporation, until altered, amended or repealed in accordance with applicable Florida law.

1.4 Bylaws. After the Effective Date, the Bylaws of Hugh Cotton Insurance, Inc. shall be and remain the Bylaws of Hugh Cotton Insurance, Inc., the surviving corporation, until amended in accordance with applicable Florida law.

1.5 Board of Directors and Officers. After the Effective Date, the Directors and Officers of Hugh Cotton Insurance, Inc., as the surviving corporation, shall be the Directors and Officers of Hugh Cotton Insurance, Inc. as of the date immediately preceding the Effective Date. Such Directors and Officers shall serve from and after the Effective Date until their respective successors are duly elected, qualified and appointed.

1.6 Other Action. After the Effective Date, the Constituent Corporations shall take all such action as shall be deemed necessary and appropriate by any of the parties to this Agreement in connection with the Merger.

Article II
Terms of the Transaction
and Manner and Basis of Converting
Shares of H. M. Cotton Corporation

2.1 Common Shares of H. M. Cotton Corporation. Each share of Common Shares of H. M. Cotton Corporation issued and outstanding immediately prior to the Effective Date, and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into shares of Common Shares, par value of \$1.00 per share, of Hugh Cotton Insurance, Inc., on a one-to-one ratio, with an end result that all of the issued and outstanding shares of Common Shares of H. M. Cotton Corporation shall be converted into shares of Common Shares of Hugh Cotton Insurance, Inc.

2.2 Method of Converting H. M. Cotton Corporation Shares Certificates. From and after the Effective Date, each holder of an outstanding certificate or certificates, which prior to the Effective Date represented H. M. Cotton Corporation Common Shares converted by virtue of the Merger into Hugh Cotton Insurance, Inc. Common Shares, respectively, shall surrender said certificate or certificates to Moran & Shams, P.A., as the "Transfer Agent" of Hugh Cotton Insurance, Inc., to effect the conversion of H. M. Cotton Corporation stock interests into Hugh Cotton Insurance, Inc. stock interests. Upon receipt by the "Transfer Agent" of a certificate representing Common Shares of H. M. Cotton Corporation, the Transfer Agent shall cancel said certificate on the books of H. M. Cotton Corporation, and shall immediately and simultaneously issue a certificate of Common Stock of Hugh Cotton Insurance, Inc. to and in the name of the person so surrendering the certificate of H. M. Cotton Corporation, in the same amount of shares and for the same type of shares as were surrendered.

2.3 Authorized but Unissued Shares of Common Shares of H. M. Cotton Corporation
All authorized but unissued shares of H. M. Cotton Corporation Common Shares shall cease to exist by virtue of the Merger.

Article III
Board of Director and Shareholder
Approval and Supplementary Action

3.1 Board of Director Approval. This Agreement shall be submitted to and voted on by the Board of Directors of each of the Constituent Corporations as approved or required by the applicable laws of the State of Florida. If the Agreement is duly authorized and adopted by the requisite votes or unanimous written consent of the Board of Directors, as may be appropriate, then this Agreement shall be submitted for approval to the shareholders of the Constituent Corporations by their respective Board of Directors as approved and required by the applicable laws of the State

of State Florida. If this Agreement is duly approved, authorized, and adopted by the requisite votes or unanimous written consent of the shareholders of the Constituent Corporations, as may be appropriate, then this Agreement, or Articles or Certificate of Merger, as appropriate, shall be executed, filed and recorded in accordance with the laws of the State of Florida as soon as practicable after the last approval by such shareholders.

3.2 Supplementary Action. At any time, or from time to time, after the Effective Date, the last acting officers of H. M. Cotton Corporation, or the corresponding officers of Hugh Cotton Insurance, Inc., as the surviving corporation, may in the name of H. M. Cotton Corporation execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the surviving corporation may deem necessary or desirable in order to vest, perfect or confirm in Hugh Cotton Insurance, Inc., title to and possession of all of H.M. Cotton Corporation's property, rights, privileges, immunities, powers and purposes, wherever so situated and lying, and otherwise carry out the purpose and intent of this Agreement.

Article - IV Miscellaneous

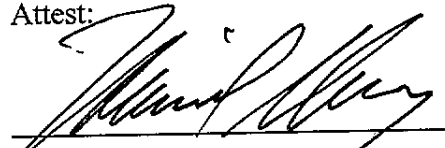
4.1 Governing Law. The terms of this Agreement shall be governed by, and interpreted and construed in accordance with, the provisions of the laws of the State of Florida.

4.2 Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed, shall constitute an original copy hereof, but all of which together shall constitute but one and the same document.

IN WITNESS WHEREOF H. M. Cotton Corporation, a Florida corporation, and Hugh Cotton Insurance, Inc., a Florida corporation, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors, have each caused this Agreement to be executed by their respective President and attested by the Secretary or any Assistant Secretary and its corporate seal to be affixed hereto, all as of the date and year first above written.


(Signatures on the following page.)

Attest:

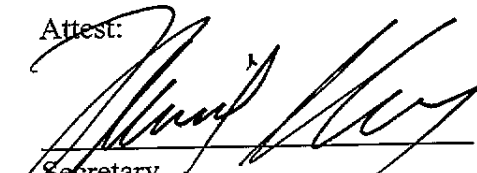

Secretary

(Seal)

**H. M. Cotton Corporation,
a Florida corporation**


By: 
Thomas M. Cotton
Its: President

Attest:


Secretary

(Seal)

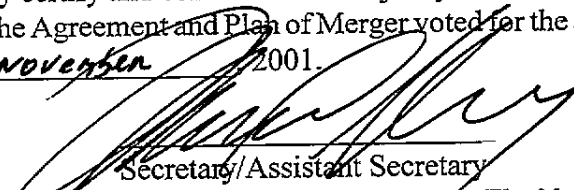
**Hugh Cotton Insurance, Inc.,
a Florida corporation**

By: 
Thomas M. Cotton
Its: President

CERTIFICATION

As the duly appointed and duly acting Secretary/Assistant Secretary of H. M. Cotton Corporation, a Florida Corporation, I hereby certify and confirm that a majority of the outstanding stock of the Corporation entitled to vote on the Agreement and Plan of Merger voted for the adoption of such agreement on the 30th day of November 2001.

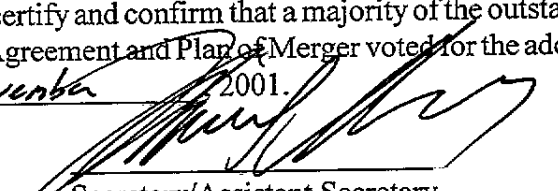
(Seal)


Secretary/Assistant Secretary
H. M. Cotton Corporation, a Florida
Corporation

CERTIFICATION

As the duly appointed and duly acting Secretary/Assistant Secretary of Hugh Cotton Insurance, Inc., a Florida Corporation, I hereby certify and confirm that a majority of the outstanding stock of the Corporation entitled to vote on the Agreement and Plan of Merger voted for the adoption of such agreement on the 30th day of November 2001.

(Seal)


Secretary/Assistant Secretary
Hugh Cotton Insurance, Inc., a Florida
Corporation