

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

575 188

Harris, Midgette & Darby  
P.A.

100003309641--2

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

- 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

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

00 JUN 30 PM 12:02

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JUN 30 AM 10:03

RECEIVED

Merger  
6-30-00  
PMS

Signature

Requested by RS 6/30 9:39  
Name Date Time

Walk-In Will Pick Up

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HARRIS, MIDYETTE & DARBY, P.A., a Florida corporation, 548735

INTO

**PETERSON & MYERS, P.A.**, a Florida entity, 575188

File date: June 30, 2000, effective July 1, 2000

Corporate Specialist: Doug Spitler

## ARTICLES OF MERGER

The undersigned, for the purposes of merging **Harris, Midyette & Darby, P.A.**, into **Peterson & Myers, P.A.** under the Florida Business Corporation Act, do hereby adopt the following articles of merger:

### ARTICLE I - NAMES

The names of the corporations which are parties to the merger are:

- a) **Peterson & Myers, P.A.**, a Florida professional corporation ("Peterson")  
130 E. Central Avenue  
Lake Wales, Florida 33853  
Florida Document No. 575188  
Federal Employer Identification No. 59-1832339, the surviving corporation, and
- b) **Harris, Midyette & Darby, P.A.**, a Florida professional corporation ("Harris")  
2012 Florida Avenue South  
Lakeland, Florida 33803  
Florida Document No. 548735  
Federal Employer Identification No. 59-1772817, the absorbed corporation.

### ARTICLE II - AGREEMENT AND PLAN OF MERGER

A copy of the Agreement and Plan of Merger (the "Plan") is set forth below:

- a) Merger of HARRIS into PETERSON: HARRIS shall be merged with and into PETERSON pursuant to and in accordance with Section 607.1101 of the Florida Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended ("the Merger"). The separate existence of HARRIS shall thereupon cease, and PETERSON, as the surviving corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of HARRIS, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Business Corporation Act. On the effective

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date of the merger, the capital stock of HARRIS issued and outstanding immediately prior thereto will be converted into the right to receive 100 shares of common stock of PETERSON shares of PETERSON and \$27,000.00 allocated among the HARRIS shareholders in the manner accepted by HARRIS shareholders . After the effective date of the merger, no shares of HARRIS shall be deemed outstanding or to have any rights other than those set forth in this paragraph.

b) Effect on PETERSON. Each share of PETERSON capital stock issued and outstanding prior to the merger and all rights in respect thereof shall be unaffected by the Merger and shall, upon the effective date thereof, remain issued and outstanding, fully paid and nonassessable.

#### ARTICLE III - CERTIFICATION OF PETERSON & MYERS, P.A.

The undersigned, Thomas B. Putnam, Jr., being the Secretary of **Peterson & Myers, P.A.**, a Florida professional corporation, does hereby certify that on June 29, 2000, a written action in lieu of a special meeting of the board of directors of said corporation approving the Merger, was entered into ratified, and confirmed by all of the shareholders of the corporation.

#### ARTICLE IV - CERTIFICATION OF HARRIS, MIDYETTE & DARBY, P.A.

The undersigned, William M. Midyette, III, being the Secretary of **Harris, Midyette & Darby, P.A.**, a Florida professional corporation, does hereby certify that on June 29, 2000, a written action in lieu of a special meeting of the board of directors of said corporation approving the merger was approved, ratified, and confirmed by all of the shareholders of the corporation.

#### ARTICLE V - EFFECTIVE DATE OF MERGER

The effective date of the merger shall be July 1, 2000.

IN WITNESS WHEREOF, the foregoing Articles of Merger have been executed by the President and Secretary of **Peterson & Myers, P.A.** and **Harris, Midyette & Darby, P.A.** respectively on the 30<sup>th</sup> day of June, 2000.

**Peterson & Myers, P.A.,**  
a Florida professional corporation  
by *Corneal B. Myers*  
Corneal B. Myers, its President

by *Thomas B. Putnam, Jr.*  
Thomas B. Putnam, Jr., its Secretary  
(Corporate Seal)

**Harris, Midyette & Darby, P.A.**  
a Florida professional corporation  
by *Christy F. Harris*  
Christy F. Harris, its President

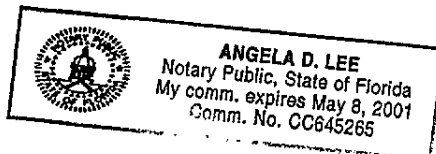
by *Ben H. Darby, Jr.*  
Ben H. Darby, Jr., its Secretary  
(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned, personally appeared ~~Corneal B. Myers and Thomas B. Putnam, Jr.~~, the President and Secretary respectively of **Peterson & Myers, P.A.**, a Florida professional corporation, who are personally known to me, and who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the use and purposes herein mentioned and, that such instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this 21<sup>st</sup> day of June, 2000.

(Notarial Seal)



*Angela D. Lee*  
Notary Public  
State of Florida at Large  
My commission expires:

State of Florida  
County of Polk

The foregoing instrument was acknowledged before me this 21st day of June, 2000, by THOMAS B. PUTNAM, JR., the Secretary of Peterson & Myers, P.A., a Florida professional corporation, on behalf of the corporation, who is personally known to me.

*Jackie S. Hoverkamp*  
Notary Public  
My Commission Expires:  
(seal)



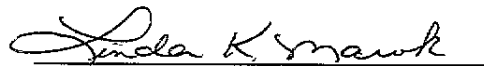
Jackie S. Hoverkamp  
MY COMMISSION # CC595024 EXPIRES  
November 19, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned, personally appeared Christy F. Harris and Ben H. Darby, Jr., the President and Secretary respectively of **Harris, Midyette & Darby, P.A.**, a Florida professional corporation, who are personally known to me, and who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the use and purposes herein mentioned, and that such instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this the 23rd day of June, 2000.

(Notarial Seal)



Notary Public  
State of Florida at Large  
My Commission Expires:

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Linda K. Mawk  
MY COMMISSION # CC790538 EXPIRES  
December 6, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.