

Division of Corporations

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Account Number : I20040000146
Phone : (904) 598-3100
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MERGER OR SHARE EXCHANGE

Fowler White Boggs P.A.

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**ARTICLES AND PLAN OF MERGER
OF
ATKINSON, DINER, STONE, MANKUTA & PLOUCHA, P.A.
WITH AND INTO
FOWLER WHITE BOGGS P.A.**

Atkinson, Diner, Stone, Mankuta & Ploucha, P.A., a Florida corporation, and Fowler White Boggs P.A., a Florida corporation (collectively the "Constituent Corporations"), enter into and hereby adopt the following Articles and Plan of Merger for the purpose of merging Atkinson, Diner, Stone, Mankuta & Ploucha, P.A., with and into Fowler White Boggs P.A.

ARTICLE I.

CONSTITUENT CORPORATIONS

The name and state of incorporation of each of the Constituent Corporations are:

- (a) Atkinson, Diner, Stone, Mankuta & Ploucha, P.A., a Florida corporation; and
- (b) Fowler White Boggs P.A., a Florida corporation.

ARTICLE II.

APPROVAL OF PLAN OF MERGER

The Plan of Merger set forth in Article III hereof was duly adopted and approved by the Board of Directors and Shareholders of the Constituent Corporations as follows:

- (a) By written consent of all of the members of the Board of Directors and a majority of the shareholders of Atkinson, Diner, Stone, Mankuta & Ploucha, P.A., dated as of April 4, 2012; and
- (b) By all of the members of the Board of Directors of Fowler White Boggs P.A. at a meeting held on April 4, 2012.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III

PLAN OF MERGER

3.1 At and as of the Effective Date (as defined in Section 3.6, below), Atkinson, Diner, Stone, Mankuta & Ploucha, P.A. shall merge with and into Fowler White Boggs P.A. (the "Surviving Corporation"), whose name shall continue to be Fowler White Boggs P.A.

3.2 The manner and basis of converting the shares of each of the Constituent Corporations are as follows:

a) At and as of the Effective Date, each authorized and outstanding share of common stock of Atkinson, Diner, Stone, Mankuta & Ploucha, P.A., by virtue of the Merger and without any action on the part of the holder thereof, shall be automatically converted into the right to receive 1.065956 shares of the Surviving Corporation.

b) At and as of the Effective Date, each authorized but unissued share of common stock of Atkinson, Diner, Stone, Mankuta & Ploucha, P.A., if any, shall be canceled and extinguished by virtue of the Merger and no Merger Consideration shall be issued with respect thereto.

3.3 At and as of the Effective Date, the separate existence of Atkinson, Diner, Stone, Mankuta & Ploucha, P.A. shall cease, and all of the property, rights, privileges, contracts and franchises for the corporation of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

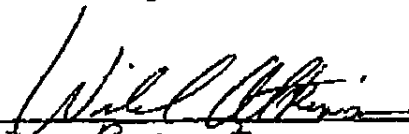
3.4 At and as of the Effective Date, the Surviving Corporation shall assume and shall be responsible for the liabilities and obligations of Atkinson, Diner, Stone, Mankuta & Ploucha, P.A. , as set forth in the Agreement and Plan of Merger between the Constituent Corporations.

3.5 At and as of the Effective Date, the Articles of Incorporation of Fowler White Boggs P.A. shall be the Articles of Incorporation of the Surviving Corporation.

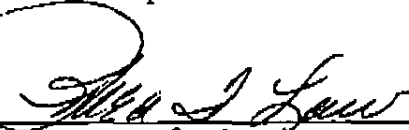
3.6 The merger of Atkinson, Diner, Stone, Mankuta & Ploucha, P.A., with and into the Surviving Corporation, shall be effective on May 1, 2012 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned officers of Atkinson, Diner, Stone, Mankuta & Ploucha, P.A., and Fowler White Boggs P.A., respectively, have executed these Articles and Plan of Merger pursuant to the authority duly vested in them by the Board of Directors and shareholders of each corporation.

ATKINSON, DINER, STONE, MANKUTA &
PLOUCHA, P.A.,
a Florida corporation

By: 
Its: President

FOWLER WHITE BOGGS P.A.,
a Florida corporation

By: 
Its: CEO