

602357
GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 250
225 SOUTH ADAMS STREET
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189
TELEPHONE 850-222-7717
FAX 850-222-3494
www.ghrlaw.com

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
E-MAIL ADDRESS

KELLY B. PLANTE, ESQUIRE

November 6, 2000

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Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF MERGER**, along with a check in the amount of **\$87.50** for the requisite filing fees and fees to obtain **two (2) certified copies of the Articles** for the following entity:

GRAY, HARRIS & ROBINSON, P.A.
Document Number: 602357

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the certified documents are ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/amc

Enclosures

GHR CORP/GHR2313
Stiglitz/990000001-910

COULLETTE NOV 06 2000

ORLANDO
407-843-8880



MELBOURNE
321-727-8100

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOVIS, BOYETTE & CRAWFORD, P.A., a Florida corporation, P98000040997

INTO

GRAY, HARRIS & ROBINSON, P.A., a Florida entity, 602357

File date: November 6, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF**

**HOVIS, BOYETTE & CRAWFORD, P.A.,
a Florida professional corporation;**

WITH AND INTO

**GRAY, HARRIS & ROBINSON, P.A.,
a Florida professional corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act
and the Florida Professional Service Corporation and Limited Liability Act

HOVIS, BOYETTE & CRAWFORD, P.A., a Florida professional corporation
("HBC") desires to merge with and into **GRAY, HARRIS & ROBINSON, P.A.**, a Florida
professional corporation ("GHR"). In connection therewith, the undersigned **DO HEREBY
CERTIFY** as follows:

FIRST: That the names and states of incorporation of each of the constituent
corporations are:

<u>Name</u>	<u>State of Incorporation</u>
HOVIS, BOYETTE & CRAWFORD	Florida
GRAY, HARRIS & ROBINSON, P.A.	Florida

SECOND: That the merger of HBC with and into GHR (the "Merger") is permitted by
the laws of the state under which each constituent corporation is incorporated.

THIRD: That a Plan and Agreement of Merger (a copy of which is attached hereto and made a part hereof) has been duly adopted and unanimously approved by the shareholders of HBC as of 10-31, 2000.

FOURTH: That the Plan and Agreement of Merger attached hereto, while not required to be submitted to the shareholders of GHR pursuant to Section 607.1103(7), Florida Statutes, was unanimously approved by the shareholders and directors of GHR as of 8/8, 2000.

FIFTH: That GHR is the surviving corporation.

SIXTH: That the Merger shall be effective as of the start of business on November 1, 2000.

IN WITNESS WHEREOF, the Boards of Directors of HBC and GHR have each caused these Articles of Merger to be executed by an authorized officer this 10th day of November, 2000.

HOVIS, BOYETTE & CRAWFORD, P.A.,
a Florida professional corporation

By: Wade Boyette
Name: WADE Boyette
Its: President

GRAY, HARRIS & ROBINSON, P.A., a
Florida professional corporation

By: [Signature]
Name: Byrd F. Marshall, Jr.
Its: President

**PLAN AND AGREEMENT
OF MERGER BETWEEN**

**HOVIS, BOYETTE & CRAWFORD, P.A.,
a Florida professional corporation**

AND

**GRAY, HARRIS & ROBINSON, P.A.,
a Florida professional corporation**

THIS PLAN AND AGREEMENT OF MERGER, is entered into as of the 1st day of November, 2000, by and among, **HOVIS, BOYETTE & CRAWFORD, P.A.**, a Florida professional corporation ("HBC") and **GRAY, HARRIS & ROBINSON, P.A.**, a Florida professional corporation ("GHR"), providing that HBC shall merge with and into GHR, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Act (the "Merger").

WHEREAS, HBC, is a Florida professional corporation with its principal place of business at 1380 Grand Hwy., Suite 200, Clermont, Florida 34711;

WHEREAS, GHR, is a Florida professional corporation with its principal place of business at 301 East Pine Street, Suite 1400, Orlando, Florida 32801;

WHEREAS, the aggregate number of shares of capital stock that HBC is authorized to issue is 1000 shares at \$ 1.00 par (the "HBC Stock"), of which 100 shares are outstanding;

WHEREAS, the aggregate number of shares of capital stock that GHR is authorized to issue is 10,000 shares at \$ 1.00 par (the "GHR Stock"), of which 6,875 shares are outstanding;

WHEREAS, all of the outstanding shares of the HBC Stock are owned by a single individual;

WHEREAS, the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Act permit the merger of one or more Florida professional corporations with and into another professional corporation of the State of Florida; and

WHEREAS, it is desirable for the benefit of all parties and their shareholders that the properties, businesses, assets, and liabilities of all parties be combined into one Surviving Corporation, which shall be GHR and which shall continue to exist under its present name pursuant to the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Act.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree to and adopt the following:

ARTICLE I

1.1 Names of Constituent Corporations.

Name of Disappearing Corporation	HOVIS, BOYETTE & CRAWFORD, P.A., a Florida professional corporation
Name of Surviving Corporation	GRAY, HARRIS & ROBINSON, P.A., a Florida professional corporation

1.2 The Merger; Effect of Merger. At the Effective Time (as defined in Section 1.3 below), HBC shall be merged with and into GHR, the separate existence of HBC shall cease, and GHR, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Florida.

1.3 Effective Time. The Effective Time of the Merger shall be as of the start of business on November 1, 2000.

1.4 Rights and Obligations of the Surviving Corporation. At the Effective Time, in accordance with the applicable laws of the Florida Business Corporation Act, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of HBC; and all property and assets of HBC shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of HBC.

1.5 Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of HBC, as well as enforcement of any obligation of the Surviving Corporation arising from the Merger.

ARTICLE 2

2.1 Surviving Corporation Stock. At the Effective Time, each share of GHR Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$1.00 par value, of the Surviving Corporation. Except for the conversion of shares described in Section 2.2 below, no shares of GHR Stock shall be issued to any person in connection with the Merger.

2.2 Conversion of HBC Stock. At the Effective Time, all of the issued and outstanding shares of HBC Stock shall be converted into 125 shares of GHR Stock.

2.3 Surrender of Stock Certificates. At the Effective Time, no actual surrender of certificates representing shares of HBC Stock is required; instead, from and after the Effective Time all such certificates shall be deemed for all purposes surrendered and canceled.

2.4 Closing of Stock Transfer Books. From and after the Effective Time, the stock transfer books of HBC shall be closed and no transfer of shares of HBC Stock shall thereafter be made.

ARTICLE 3

3.1 Articles of Incorporation. The Articles of Incorporation of GHR in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

3.2 Bylaws. The Bylaws of GHR in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

3.3 Board of Directors. The membership of the Board of Directors of GHR in effect immediately prior to the Effective Time shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and seated and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

ARTICLE 4

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Plan and Agreement of Merger prior to the filing of the Articles of Merger with the Florida Department of State; provided, however, that an amendment made subsequent to the adoption of this Plan and Agreement of Merger by the shareholders of each party shall be subject to the limitations specified in the Florida Business Corporation Act.

4.2 Termination. This Plan and Agreement of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the Florida Department of State, whether before or after adoption of this Plan and Agreement of Merger by the shareholders of each party, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

4.3 Condition to Merger. The obligations of HBC to effect the Merger shall be subject to the Board of Directors of HBC submitting the terms of this Plan and Agreement of Merger to its shareholders for requisite approval, and obtaining such approval at or prior to the Effective Time. The obligations of GHR to effect the Merger shall be subject to the Board of Directors of GHR adopting and approving the terms of this Plan and Agreement of Merger. Action by the shareholders of GHR on this Plan and Agreement of Merger is not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

4.4 Filing of Articles of Merger. After obtaining the necessary approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

IN WITNESS WHEREOF, HBC and GHR have caused this Plan and Agreement of Merger to be executed in their corporate names by their respective officers this 15th day of November, 2000.

HOVIS, BOYETEE & CRAWFORD, P.A.,
a Florida professional corporation

By: Waide Boyette
Name: WAIDE Boyette
Its: President

GRAY, HARRIS & ROBINSON, P.A., a
Florida professional corporation

By: Byrd F. Marshall, Jr.
Name: Byrd F. Marshall, Jr.
Its: President