

GRAY, HARRIS & ROBINSON

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FILED

00 DEC 28 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KELLY B. PLANTE, ESQUIRE

602357

December 28, 2000

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

Via Hand Delivery

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-12/28/00 -01055--017

*****87.50 *****87.50

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 entities:

GRAY, HARRIS & ROBINSON, P.A.

Document Number: 602357

LANE, TROHN, BERTRAND & VREELAND, P.A.

Document Number: 604887

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

EFFECTIVE DATE

01-01-01

Very truly yours,

Kelly B. Plante

Kelly B. Plante

Merger
12-28-00
KBP

KBP/amc

Enclosures

GHRCORP/GHR2.351
Stiglitz/990000001-910



MELBOURNE

ORLANDO

TAMPA

ARTICLES OF MERGER
Merger Sheet

MERGING:

LANE, TROHN, BERTRAND & VREELAND, P.A., a Florida corporation, 604887

INTO

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

File date: December 28, 2000, effective January 1, 2001

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF**

LANE, TROHN, BERTRAND & VREELAND, P.A.,
a Florida professional corporation;

FILED

00 DEC 28 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITH AND INTO

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

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

LANE, TROHN, BERTRAND & VREELAND, P.A., a Florida professional corporation ("LT") 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>EFFECTIVE DATE</u> <u>01-01-01</u>	<u>State of Incorporation</u>
LANE, TROHN, BERTRAND & VREELAND, P.A.		Florida
GRAY, HARRIS & ROBINSON, P.A.		Florida

SECOND: That the merger of LT 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 and directors of LT as of Dec. 26th, 2000.

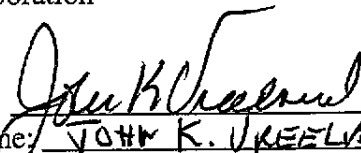
FOURTH: That the Plan and Agreement of Merger attached hereto, while not required to be submitted to the shareholders of GHR pursuant to Section 607.1103(7), Florida Statutes, was unanimously approved by the shareholders and directors of GHR as of Oct. 16, 2000.

FIFTH: That GHR is the surviving corporation.

SIXTH: That the Merger shall be effective as of the start of business on January 1, 2001.

IN WITNESS WHEREOF, the Boards of Directors of LT and GHR have each caused these Articles of Merger to be executed by an authorized officer this 26th day of Dec., 2000.

LANE, TROHN, BERTRAND &
VREELAND, P.A., a Florida professional
corporation

By: 
Name: JOHN K. VREELAND
Its: President

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

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

**PLAN AND AGREEMENT
OF MERGER BETWEEN**

**LANE, TROHN, BERTRAND & VREELAND, 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 26th day of Dec., 2000, by and among, **LANE, TROHN, BERTRAND & VREELAND, P.A.**, a Florida professional corporation ("LT") and **GRAY, HARRIS & ROBINSON, P.A.**, a Florida professional corporation ("GHR"), providing that LT 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, LT, is a Florida professional corporation with its principal place of business at One Lake Morton Drive, Lakeland, Florida 33801;

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 LT is authorized to issue is 5,000 shares at \$1.00 par (the "LT Stock"), of which 912 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 7,125 shares are outstanding;

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	LANE, TROHN, BERTRAND & VREELAND, 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), LT shall be merged with and into GHR, the separate existence of LT 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 January 1, 2001.

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 LT; and all property and assets of LT 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 LT.

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 LT, 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 LT Stock. At the Effective Time, all of the issued and outstanding shares of LT Stock shall be converted into 1,625 shares of GHR Stock and an aggregate cash amount equal to One Hundred Ninety-seven Thousand Dollars.

2.3 Surrender of Stock Certificates. At the Effective Time, no actual surrender of certificates representing shares of LT 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 LT shall be closed and no transfer of shares of LT 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

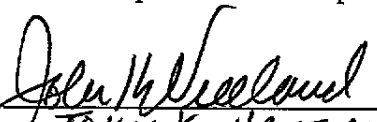
filing of the Articles of Merger with the Florida Department of State, whether before or after adoption of this Plan and Agreement of Merger by the shareholders of each party, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would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

4.3 Condition to Merger. The obligations of LT to effect the Merger shall be subject to the Board of Directors of LT 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.

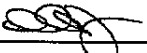
4.4 Filing of Articles of Merger. After obtaining the necessary approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

IN WITNESS WHEREOF, LT and GHR have caused this Plan and Agreement of Merger to be executed in their corporate names by their respective officers this 26th day of Dec., 2000.

LANE, TROHN, BERTRAND & VREELAND,
P.A., a Florida professional corporation

By: 
Name: JOHN K. VREELAND
Its: President

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

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