

F42875

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MERGER OR SHARE EXCHANGE

OSWALD, TRIPPE AND COMPANY, INC.

Certificate of Status	1
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Merger
DEC
11/14

ARTICLES OF MERGER
Merger Sheet

MERGING:

OSWALD, TRIPPE AND COMPANY OF CAPE CORAL, INC., a Florida
corporation, document number S56363

INTO

OSWALD, TRIPPE AND COMPANY, INC., a Florida entity, F42875

File date: November 14, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statutes Section 607.1105.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Oswald, Trippe and Company, Inc.	Florida	F42875

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Oswald, Trippe and Company of Cape Coral, Inc.	Florida	S56363

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon the filing of these Articles of Merger.

Fifth: The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on the 5th day of November, 2002.

Sixth: The Plan of Merger was adopted by the shareholders and directors of the merging corporation on the 5th day of November, 2002.

OSWALD, TRIPPE AND COMPANY, INC.

By: 

Gary V. Trippe, Chief Executive Officer

OSWALD, TRIPPE AND COMPANY OF
CAPE CORAL, INC.

By: 

Gary V. Trippe, President

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PLAN OF MERGER

In accordance with Section 607.1101 et. seq. of the Florida Business Corporation Act (the "Act"), this Plan of Merger (the "Plan") is made and entered into this 5th day of November, 2002, by and between OSWALD, TRIPPE AND COMPANY, INC., a Florida corporation (the "surviving corporation"), and OSWALD, TRIPPE AND COMPANY OF CAPE CORAL, INC., a Florida corporation (the "merging corporation").

1. **Merger.** In accordance with the provisions of the Act, the merging corporation shall be merged with and into the surviving corporation and the separate existence of the merging corporation shall thereupon cease, and the surviving corporation shall continue to exist under and be governed by the Act.

2. **Articles of Incorporation.** The Articles of Incorporation of the surviving corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Articles of Incorporation of the surviving corporation, until further amended as permitted by law. "Effective Time" shall mean the date on which the Articles of Merger are filed with the Florida Department of State.

3. **Bylaws.** The Bylaws of the surviving corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of the surviving corporation, until further amended as permitted by law.

4. **Directors and Officers.** The directors and officers of the surviving corporation, in office immediately prior to the Effective Time, shall continue to be the directors and officers of the surviving corporation after the merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of the surviving corporation.

5. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Time, each share of common stock of the merging corporation then outstanding shall be cancelled.

Each share of common stock of the surviving corporation that is issued and outstanding immediately prior to the Effective Time shall continue to represent one (1) validly issued, fully paid and nonassessable share of common stock of the surviving corporation. Each certificate of the surviving corporation evidencing ownership of any such shares shall, following the merger, continue to evidence ownership of the same number of shares of stock of the surviving corporation.

6. **Effect of Merger.** As of the Effective Time, the separate existence of the merging corporation shall cease, and the surviving corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of the merging corporation, as more particularly set forth in the Act.

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7. **Supplemental Action.** If, at any time after the Effective Time, the surviving corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the surviving corporation or the merging corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the surviving corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the surviving corporation to carry out the provisions of this Plan.

The parties have set their hands and seals as of the date first above written as evidence that they agree, accept and adopt this Plan.

OSWALD, TRIPPE AND COMPANY, INC., a
Florida corporation

By: 
Gary V. Trippe, Chief Executive Officer

OSWALD, TRIPPE AND COMPANY OF
CAPE CORAL, INC., a Florida corporation

By: 
Gary V. Trippe, President

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