

F42875

Florida Department of State
Division of Corporations
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From: TERESA SMITH C/M# 5269/2
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GPO200002235-5

MERGER OR SHARE EXCHANGE

OSWALD, TRIPPE AND COMPANY, INC.

Certificate of Status	1
Certified Copy	0
Page Count	7
Estimated Charge	\$93.75

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QR

FAX AUDIT NO.: B020002322053

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Trip-Pend & Brac 13515 Bell Tower Drive Fort Myers, FL 33907-2927	Florida	General Partnership

Florida Document/Registration Number: GP0200002207 FEI Number: 65-0154442

2. The Colonnade Partnership 13515 Bell Tower Drive Fort Myers, FL 33907-2927	Florida	General Partnership
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Florida Document/Registration Number: GP0200002208 FEI Number: 65-0139571

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Oswald, Trippe and Company, Inc. 13515 Bell Tower Drive Fort Myers, FL 33907-2927	Florida	Corporation

Florida Document/Registration Number: F42875 FEI Number: 59-2131368

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation and partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the agreement of any partnership that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.


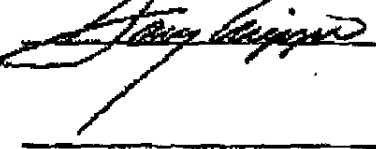
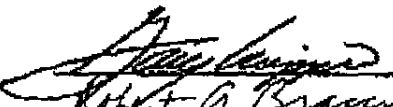


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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.**SEVENTH:**

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
Trip-Pend & Brac	 	Robert A. Bracci, Partner Gary V. Trippe, Partner Oswald, Trippe and Company, Inc., General Partner By: John M. Pollock, President
The Colonnade Partnership	 	Oswald, Trippe and Company, Inc., General Partner By: John M. Pollock, President Trip-Pend & Brac, General Partner By: Gary V. Trippe, Partner By: Robert A. Bracci, Partner
Oswald, Trippe and Company, Inc.		John M. Pollock, President

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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.**SEVENTH:**

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
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Trip-Pend & Brac		Robert A. Bracci, Partner
		Gary V. Trippe, Partner
		Oswald, Trippe and Company, Inc., General Partner By: John M. Pollock, President

The Colonnade Partnership		Oswald, Trippe and Company, Inc., General Partner By: John M. Pollock, President
		Trip-Pend & Brac, General Partner By: Gary V. Trippe, Partner
		By: Robert A. Bracci, Partner

Oswald, Trippe and Company, Inc.		John M. Pollock, President
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 SEC. OF STATE
 TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.438, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Trip-Pend & Brac	Florida
The Colonnade Partnership	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Oswald, Trippe and Company, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

1. **Merger.** In accordance with the provisions of the Florida Business Corporation Act and the Revised Uniform Partnership Act of 1995, Trip-Pend & Brac ("TPB") and The Colonnade Partnership ("TCP") (collectively referred to as the "Merging Parties") shall merge with and into Oswald, Trippe and Company, Inc. ("OTC") (the "Merger"), the separate existence of the Merging Parties shall cease, and OTC shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Effective Date.** The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Business Corporation Act and the Revised Uniform Partnership Act of 1995.

4. **Surviving Entity.** The ownership rights of the shareholders of the Surviving Entity as of the Effective Date shall continue in existence following the Effective Date.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each Merging Party into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

A. The partnership interests of TPB and TCP at and as of the Effective Date shall cease to exist. The shares of common stock of OTC at and as of the Effective Date shall remain the same following the Effective Date. The partners of TPB, except OTC, shall receive \$25,000.00 each for their interest in TPB and TCP.

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B. There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of any Merged Party. Therefore, there is no manner or basis of converting rights to acquire interests, shares, obligations or other securities of each Merged Party into rights to acquire interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

The undersigned have caused this Plan of Merger to be made and entered into as of the 2nd day of December, 2002.

THE MERGING PARTIES:

TRIP-PEND & BRAC, a Florida general partnership

By: 

Gary V. Trippe, Partner

By: 

Robert A. Bracci, Partner

By: Oswald, Trippe and Company, Inc., a Florida corporation, General Partner

By: _____

John M. Pollock, President

THE COLONNADE PARTNERSHIP, a Florida general partnership

By: Oswald, Trippe and Company, Inc., a Florida corporation, General Partner

By: _____

John M. Pollock, President

By: Trip-Pend & Brac, a Florida general partnership, General Partner

By: 

Gary V. Trippe, Partner

By: 

Robert A. Bracci, Partner

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STATE OF FLORIDA
TALLAHASSEE

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B. There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of any Merged Party. Therefore, there is no manner or basis of converting rights to acquire interests, shares, obligations or other securities of each Merged Party into rights to acquire interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

The undersigned have caused this Plan of Merger to be made and entered into as of this 2nd day of December, 2002.

THE MERGING PARTIES:

TRIP-PEND & BRAC, a Florida general partnership

By: 

Gary V. Trippe, Partner

By: _____

Robert A. Bracci, Partner

By: Oswald, Trippe and Company, Inc., a Florida corporation, General Partner

By: 

John M. Pollock, President

THE COLONNADE PARTNERSHIP, a Florida general partnership

By: Oswald, Trippe and Company, Inc., a Florida corporation, General Partner

By: 

John M. Pollock, President

By: Trip-Pend & Brac, a Florida general partnership, General Partner

By: 

Gary V. Trippe, Partner

By: _____

Robert A. Bracci, Partner

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Henderson Franklin

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THE SURVIVING ENTITY:

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

By:

John M. Pollock
John M. Pollock, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

TRIP-PEND & BRAC, a Florida general partnership, GP02000002207 and THE
COLONNADE PARTNERSHIP, a Florida general partnership, GP02000002208

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INTO

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

File date: December 2, 2002

Corporate Specialist: Tammi Cline