

CT CORPORATION

F55076

CORPORATION(S) NAME

Kraeer Holdings, Inc.

merging into: Security Trust Plans, Inc.

FILED
02 JAN -3 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100004743361-
-01/03/02--01054--003
*****70.00 *****70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
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	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/3/02

Order#: 5010923

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File 5th

Amount: \$ 1,000.00
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660 East Jefferson Street
Tallahassee, FL 32301
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C. Coulllette JAN 03 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

KRAEER HOLDINGS, INC., a Florida corporation, S27379

INTO

SECURITY TRUST PLANS, INC., a Florida entity, F55076.

File date: January 3, 2002

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
(Profit Corporations)**

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

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Security Trust Plans, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Kraeer Holdings, Inc.	Florida

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR January 3, 2002
at 1:00 p.m. Eastern Standard Time

(Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 5, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 5, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Security Trust Plans, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary
Kraeer Holdings, Inc.	<u>L. Langford</u>	Laurel Langford, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Kraeer Holdings, Inc.	Florida

The name and jurisdiction of each **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
Security Trust Plans, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Section 1. *Conversion of Shares.* At the Effective Time:

(a) Each share of Kraeer Holdings, Inc. Class B. Stock ("Kraeer Stock"), issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid and nonassessable share of Security Trust Plans, Inc. common stock ("Security Stock").

(b) Each share of Security Stock, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired and shall cease to exist.

Section 2. *Effect of Conversion.* At and after the Effective Time, each share certificate which immediately prior to the Effective Time represented outstanding shares of Kraeer Stock ("Kraeer Certificate") shall be deemed for all purposes to evidence ownership of, and to represent, the number of shares of Security Stock into which the shares of Kraeer Stock represented by such certificates immediately prior to the Effective Time have been converted pursuant to Section 1 hereof. The registered owner of Kraeer Certificate outstanding immediately prior to the Effective Time, as such owner appears in the books and records of Kraeer Holdings, Inc. ("Kraeer") or its transfer agent immediately prior to the Effective Time, shall, until such certificate is surrendered for transfer or exchange, have and be entitled to exercise any voting and other rights with respect to and to receive any dividends or other distributions on the shares of Security Stock into which the shares represented by any such certificate have been converted pursuant to Section 1 hereof.

Section 3. *Exchange of Certification.* Each holder of a Kraeer Certificate shall, upon the surrender of such certificate to Security Trust Plans, Inc. ("Security") or its transfer agent for cancellation after the Effective Time, be entitled to receive from Security or its transfer agent a certificate representing the number of shares of Security Stock into which the shares of Kraeer Stock represented by such certificate have been converted pursuant to Section 1 hereof.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Section 1. *Effective Time.* The Merger shall become effective in accordance with the provisions of Florida Business Corporation Act § 607.1105 on January 2, 2002 at 1:00 p.m. Eastern Standard Time (the "Effective Date").

Section 2. *Articles of Incorporation of the Surviving Corporation.* The Articles of Incorporation of Security, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida business Corporation Act.

Section 3. *By-Laws of the Surviving Corporation.* The By-Laws of Security, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida Business Corporation Act.

Section 4. *Directors of Surviving Corporation.* Each person who is a director of Security immediately prior to the Effective Time shall continue to be a director of the Surviving Corporation from and after the Effective Time until his or her successor is duly elected or appointed, or until his or her death, resignation, or removal.

Section 5. *Officers of Surviving Corporation.* The officers of Security immediately prior to the Effective Time shall be the officers of the Surviving Corporation, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal.

Section 6. *Amendment.* Subject to applicable law, this Plan may be amended, modified or supplemented by written agreement of the Constituent Corporations at any time prior to the Effective Time.

Section 7. *Abandonment.* At any time prior to the Effective Time, this Plan may be terminated and the Merger may be abandoned by the Board of Directors of either Kraeer or Security, or both.

Section 8. *Counterparts.* This Plan may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.

Section 9. *Severability.* In case any provision of this Plan shall be held invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions of the Plan will not in any way be affected or impaired thereby.

Section 10. *Governing Law.* This Plan shall be construed and interpreted in accordance with the laws of the State of Florida.