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GUNSTER YOAKLEY VALDES F

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#: 076117000420

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NAME: MAX DAVIS ASSOCIATES, INC.

AUDIT NUMBER.....H97000008622

DOC TYPE.....MERGER OR SHARE EXCHANGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

UNIPROP, INCORPORATED, a Florida corporation, 345470

MAX DAVIS CREDIT CORP., a Florida corporation, P95000007904

INTO

MAX DAVIS ASSOCIATES, INC., a Florida corporation, F84940

File date: May 27, 1997

Corporate Specialist: Steven Harris

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ARTICLES OF MERGER
OF
UNIPROP, INC., A FLORIDA CORPORATION
AND
MAX DAVIS CREDIT CORP., A FLORIDA CORPORATION
WITH AND INTO
MAX DAVIS ASSOCIATES, INC., A FLORIDA CORPORATION

FILED
97 MAY 27 AM 10:41
SECTION 607.1105
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Uniprop, Incorporated, a Florida Corporation ("Uniprop"), Max Davis Credit Corp., a Florida Corporation ("Credit Corp.") and Max Davis Associates, Inc., a Florida corporation ("Associates").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Uniprop, Credit Corp. and Associates adopt and deliver for filing the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of April 20, 1997 between Uniprop, Credit Corp. and Associates was approved and adopted by the Boards of Directors and the holders of all of the issued and outstanding capital stock entitled to vote of Uniprop, Credit Corp. and Associates on April 20, 1997. Approval was by written consent by a sufficient number of votes as required in the manner prescribed by the FBCA.
2. Pursuant to the Plan of Merger, Associates will be the surviving corporation.
3. The Agreement and Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference.
4. The effective date of the Merger shall be the date that the Articles of Merger are accepted for filing by the Florida Department of State.

Michael V. Mitrione, Esq.
Gunster, Yoakley, Valdes-Fauli &
Stewart, P.A.
777 South Flagler Dr., Ste. 500E
West Palm Beach, FL 33401
(561) 655-1980
FL. BAR NO. 0294551

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IN WITNESS WHEREOF, the parties have set their hands this 20th day of April,
1997.

Uniprop, Incorporated, a Florida corporation

By: 
John Max Davis, President

Max Davis Credit Corp., a Florida corporation

By: 
Betty D. Davis, President

Max Davis Associates, Inc., a Florida corporation

By: 
John Max Davis, President

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SECRET
TALLAHASSEE, FLORIDAEXHIBIT "A"AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, entered into as of the 20th day of April, 1997, made by and between Uniprop, Incorporated, a Florida corporation ("Uniprop"), Max Davis Credit Corp., a Florida Corporation ("Credit Corp."), (collectively, the "Merging Corporations") and Max Davis Associates, Inc., a Florida corporation (the "Surviving Corporation").

RECITALS:

A. Surviving Corporation is the wholly-owned subsidiary of Uniprop, and Uniprop currently owns all the issued and outstanding shares of common stock of the Surviving Corporation; and

B. The Boards of Directors of the Merging Corporations and the Surviving Corporation, respectively, deem it advisable and generally in the best interest of the three corporate parties and their respective shareholders that the Merging Corporations merge with and into the Surviving Corporation under and pursuant to the provisions of the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, the parties, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. The Merger. The Merging Corporations hereby merge into the Surviving Corporation pursuant to Sections 607.1101 and 607.1104 of the FBCA and the Surviving Corporation shall continue to be governed by the FBCA.

2. Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to and vested in the Surviving Corporation without further act or deed and all property of the Merging Corporations shall be the property of the Surviving Corporation.

3. Assumption of Obligations. All obligations of the Merging Corporations shall become obligations of the Surviving Corporation.

4. Effective Date. The merger shall become effective on the date that Articles of Merger are filed pursuant to the FBCA (the "Effective Date").

5. Board of Directors Approvals. The Boards of Directors of the Surviving Corporation and the Merging Corporations have approved this Agreement and Plan of Merger and the filing of the Articles of Merger and any other documents or certificates in any jurisdiction relating to the Merger, by resolutions dated April 20, 1997, respectively.

6. Exchange of Stock. Upon the Effective Date, each of the issued and outstanding shares of common stock of Uniprop, and all rights in respect thereto, will be canceled, and each holder of the issued and outstanding shares of common stock of Uniprop prior to cancellation will be issued 20 shares of common stock, par value \$1.00 per share, of the Surviving Corporation.

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Upon the Effective Date, each ninety (90) shares, or portion thereof, of the issued and outstanding common stock of Credit Corp. shall be converted, automatically and without any other action on the part of the respective holders thereof, into one (1) share of common stock, par value \$1.00 per share, of the Surviving Corporation, and all rights in respect of the common stock of Credit Corp., shall be canceled. The Surviving Corporation shall, as soon as practicable after the Effective Date, cause certificates representing such shares to be delivered to the holders of common stock of the Merging Corporations.

7. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the Merger.

8. Bylaws. The Bylaws of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the Surviving Corporation without any modification or amendment in the merger.

9. Officers and Directors. The directors and officers of the Surviving Corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Surviving Corporation immediately prior to the Effective Date and shall remain the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified.

10. Required Actions. The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all action required or advisable under the laws of the State Florida to consummate and make effective the intent of this Agreement and Plan of Merger.

The parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be duly executed as of the date first above written.

ATTEST:

UNIPROP, INCORPORATED,
a Florida corporation

Betty D. Davis
Betty D. Davis, Secretary

By: John Max Davis
John Max Davis, President

ATTEST:

MAX DAVIS CREDIT CORP.,
a Florida corporation

John Max Davis
John Max Davis, Secretary

By: Betty D. Davis
Betty D. Davis, President

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ATTEST:

MAX DAVIS ASSOCIATES, INC.,
a Florida corporation


Betty D. Davis, Secretary

By: 
John Max Davis, President

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