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MERGER OR SHARE EXCHANGE

LEE ARNOLD & ASSOCIATES, INC.

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01 JAN -4 PM 3:20
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TALLAHASSEE, FLORIDA

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Merge

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Corporate Filing

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ARNOLD ASSOCIATES - TAMPA BAY, INC., a Florida corp., S21785

INTO

LEE ARNOLD & ASSOCIATES, INC., a Florida entity, F88633

File date: January 4, 2001

Corporate Specialist: Susan Payne

01-04-01 10:38am From-JOHNSON, BLAKELY

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T-200 P.02/04 F-017



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2001

LEE ARNOLD & ASSOCIATES, INC.
121 NORTH OSCEOLA
CLEARWATER, FL 33755

SUBJECT: LEE ARNOLD & ASSOCIATES, INC.
REF: F88633

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the merging corporation is ARNOLD ASSOCIATES - TAMPA BAY, INC. There is a space between the S and - and a space between the - and T. Also the name was not corrected in the first paragraph.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H00000067602
Letter Number: 501A00000415



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 2, 2001

LEE ARNOLD & ASSOCIATES, INC.
121 NORTH OSCEOLA
CLEARWATER, FL 33755

SUBJECT: LEE ARNOLD & ASSOCIATES, INC.
REF: F88633

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the merging corporation is ARNOLD ASSOCIATES - TAMPA BAY, INC. Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H00000067602
Letter Number: 301A00000030

E00000067602 3

STATE OF FLORIDA
 ARTICLES AND PLAN OF MERGER
 OF
 ARNOLD ASSOCIATES - TAMPA BAY, INC., a Florida corporation
 INTO
 LEE ARNOLD & ASSOCIATES, INC., a Florida corporation

FILED
 01 JAN -4 PM 3:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Articles and Plan of Merger were adopted by the Directors and Shareholders of LEE ARNOLD & ASSOCIATES, INC., a Florida corporation (the "Surviving Corporation"), on December 22, 2000, and was adopted by the Directors and Stockholders of ARNOLD ASSOCIATES - TAMPA BAY, INC., a Florida corporation (the "Merging Corporation"), December 22, 2000.

SECOND: The effective date of these Articles of Merger shall be 5:00 P.M., December 22, 2000, ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

c. The currently issued and outstanding 100,000 shares of common stock of the Surviving Corporation the stockholders of Surviving Corporation prior to the Merger, shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

Prepared by:
 Peter A. Rivellini, Esquire
 911 Chestnut Street
 Clearwater, FL 33756
 727-461-1818
 FL Bar No. 0067156

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These Articles _____ and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes.

Signed this 22nd day of December, 2000.

SURVIVING CORPORATION:

LEE ARNOLD & ASSOCIATES, INC.,
a Florida corporation

By: 
PATRICK DUFFY, President

MERGING CORPORATION:

ARNOLD ASSOCIATES —
TAMPA BAY, INC.,
a Florida corporation

By: 
PATRICK DUFFY, President