

01-15-04 03:46pm

From-JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.

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F88633

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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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MERGER OR SHARE EXCHANGE

LEE ARNOLD & ASSOCIATES, INC.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 15, 2004

LEE ARNOLD & ASSOCIATES, INC.
17757 US 19 NORTH
STE 275
CLEARWATER, FL 33764

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.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H04000009268
Letter Number: 304A00002834

**ARTICLES OF MERGER OF
ARNOLD ASSOCIATES ORLANDO, INC.,
ARNOLD ASSOCIATES SOUTHWEST FLORIDA, INC., AND
COLLIERS ARNOLD VALUATION ADVISORY SERVICES, INC.
INTO
LEE ARNOLD & ASSOCIATES, INC.**

FILED
04 JAN 15 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Florida Statutes Section 607.1105.

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

1. Arnold Associates Orlando, Inc., a Florida profit corporation
622 East Washington Street, Suite 300
Orlando, Florida 32801
Florida Document No. P96000003572, FEI Number 59-3354968
2. Arnold Associates Southwest Florida, Inc., a Florida profit corporation
12730 New Brittany Boulevard, Suite 300
Fort Myers, Florida 33907
Florida Document No. P97000022524, FEI Number 59-3425588
3. Colliers Arnold Valuation Advisory Services, Inc. a Florida profit corporation
102 West Whiting, #300
Tampa, Florida 33602
Florida Document No. P98000080730, FEI Number 59-3539423

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

Lee Arnold & Associates, Inc., a Florida corporation
17757 US 19 North, Suite 275
Clearwater, Florida 33764
Document No. F88633, FEI Number 59-2199808

THIRD: The attached Plan of Merger meets the requirements of Florida Statutes Section 607.1108 and was approved and adopted by the directors and shareholders of each domestic corporation on January 1, 2004.

FOURTH: The Merger shall be effective as of January 1, 2004 (the "Effective Time").

Prepared by:
Peter A. Rivellini, Esquire
JOHNSON, POPE, BOKOR,
RUPPEL & BURNS, LLP
911 Chestnut Street
Clearwater, FL 33766
727-461-1818
FL Bar No. 0067156

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FIFTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

MERGING CORPORATIONS:

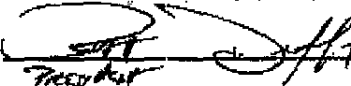
ARNOLD ASSOCIATES ORLANDO, INC.

By: 
Its: President

**ARNOLD ASSOCIATES SOUTHWEST
FLORIDA, INC.**


By: 
Its: President

**COLLIERS ARNOLD VALUATION
ADVISORY SERVICES, INC.**

By: 
Its: President

SURVIVING CORPORATION:

LEE ARNOLD & ASSOCIATES, INC.

By: 
Its: President

**PLAN OF MERGER OF
ARNOLD ASSOCIATES ORLANDO, INC.,
ARNOLD ASSOCIATES SOUTHWEST FLORIDA, INC, AND
COLLIERS ARNOLD VALUATION ADVISORY SERVICES, INC.
INTO
LEE ARNOLD & ASSOCIATES, INC.**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Florida Statutes Section 607.1107, is being submitted in accordance with Florida Statutes Section 607.1108.

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

Arnold Associates Orlando, Inc., a Florida profit corporation
Arnold Associates Southwest Florida, Inc., a Florida profit corporation
Colliers Arnold Valuation Advisory Services, Inc., a Florida profit corporation

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

Lee Arnold & Associates, Inc., a Florida profit corporation

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

1. **The Merger:** The merger of Arnold Associates Orlando, Inc. ("Arnold Associates"), Arnold Associates Southwest Florida, Inc. ("Arnold Associates SW") and Colliers Arnold Valuation Advisory Services, Inc. ("Colliers Arnold") into Lee Arnold & Associates, Inc. (the "Merger") shall occur at the Effective Time, as defined below, at which time the separate existence of Arnold Associates and Colliers Arnold shall cease. Lee Arnold & Associates, Inc. shall be the surviving corporation (the "Surviving Corporation") and its corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger (Lee Arnold & Associates, Inc., and Arnold Associates, Arnold Associates SW and Colliers Arnold shall sometimes be referred to hereinafter as "Constituent Corporations").

2. **The Surviving Corporation:** The Surviving Corporation, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either the Constituent Corporations shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (c) be liable for all of the obligations and liabilities of each Constituent Corporation existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in any of

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the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. **Articles of Incorporation:** The Articles of Incorporation of Lee Arnold & Associates, Inc., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act ("FBCA").

4. **Bylaws:** The Bylaws of Lee Arnold & Associates, Inc., as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until such shall thereafter be altered, amended or repealed in the manner provided for in such Bylaws and in accordance with FBCA.

6. **Manner and Basis of Converting Shares:** Each share of Common Stock of the Merging Corporations issued and outstanding immediately prior to the Effective Date shall be cancelled as a result of the Merger. The Merging Corporations shall merge with and into the Surviving Corporation and the shares of the Merging Corporations shall be exchanged for shares of the Surviving Corporation as follows:

	<u>Number of Shares of Merging Corp.</u>	<u>Number of Shares of Surviving Corp.</u>
Arnold Associates:	1	2
Arnold Associates SW	1	1
Colliers Arnold:	1	50

The separate existence of the Merging Corporations shall cease. All properties, franchises and rights belonging to the Merging Corporations, 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.

7. **Effective Time of the Merger:** The Merger shall be effective as of January 1, 2004 (the "Effective Time").