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Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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EFFECTIVE DATE  
8/31/98

Executive Wealth Management Services, Inc.

merging into:

FAS Wealth Management Services, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 PM 1:34

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

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☐ Dissolution/Withdrawal

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☒ Merger

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merger  
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8/28/98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EXECUTIVE WEALTH MANAGEMENT SERVICES, INC., a FL corp., #F35266

INTO

FAS WEALTH MANAGEMENT SERVICES, INC., a Delaware corporation,  
F98000004884

File date: August 27, 1998, effective August 31, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 AUG 27 PM 1:34

**EXECUTIVE WEALTH MANAGEMENT SERVICES, INC.**  
**(a Florida Corporation)**

EFFECTIVE DATE  
8/31/98

**INTO**

**FAS WEALTH MANAGEMENT SERVICES, INC.**  
**(a Delaware corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

**FIRST:** The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Executive Wealth Management Services, Inc.	Florida
FAS Wealth Management Services, Inc.	Delaware

**SECOND:** The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effective the merger.

**THIRD:** The foreign corporation and the surviving corporation of the merger complies with Section 607.1105 F.S. (as set forth below); and each domestic corporation complies with the applicable provisions of Section 607.1101 - 607.1104 F.S. (as set forth below).

**FOURTH:** The plan of merger is as follows:

- (1) Executive Wealth Management Services, Inc., ("Executive") a Florida corporation, is planning to merge with and into FAS Wealth Management Services, Inc. ("FAS Wealth"), a Delaware corporation, which is

hereinafter designated as the surviving corporation;

- (2) The terms and conditions of the proposed merger; and
- (3) (a) The holders of common stock of Executive will receive 370,000 shares of Class B Common Stock of FAS Group, Inc. ("FAS"), a Delaware corporation, and, in addition, the holders of common stock of Executive will receive .608 shares of Class A Common Stock of FAS in exchange for each share of Executive Common Stock owned by each such shareholder as of the date preceding the effective date of the merger with any resulting fractional FAS Wealth Common Stock interest being cancelled in exchange for cash in an amount equal to the product of \$0.065 and the number of shares of Executive Common Stock represented by any such fraction.  
  
(b) All options and rights to acquire Executive Common Stock under or pursuant to any options or warrants which are outstanding on the Effective Date of the Merger will automatically be converted into equivalent options and rights to purchase that whole number of FAS Common Stock into which the number of Executive Common Stock subject to such options or warrants immediately prior to the Effective Date would have been converted in the merger had such rights been exercised immediately prior thereto (with any fractional FAS Common Stock interest resulting from the exercise being settled in cash in the amount such holder would have received for any such fraction in the Merger had he exercised such warrants or options immediately prior to the Merger). The option price per share of FAS Common Stock shall be the option price per share of Executive Common Stock in effect prior to the Effective Date. All plans or agreements of Executive under which such options and rights are granted or issued shall be continued and assumed by FAS unless and until amended or terminated in accordance with their respective terms.

- (4) The Certificate of Incorporation of the surviving corporation shall not be amended or restated.

FIFTH: The effective time and date of the merger shall be 9:00 AM Eastern Daylight Time, Monday, August 31, 1998.

SIXTH: The plan of merger was adopted by the shareholders and the Board of Directors of Executive on the 31<sup>st</sup> day of July, 1998 and was adopted by the shareholders and the Board of Directors of FAS Wealth on the 31<sup>st</sup> day of July, 1998.

Signed this \_\_\_\_ day of August, 1998.

FAS WEALTH MANAGEMENT SERVICES, INC.

By: \_\_\_\_\_

Jack A. Alexander, President

EXECUTIVE WEALTH MANAGEMENT SERVICES, INC.

By: \_\_\_\_\_

Guy S. Della Penna, President