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F99000003895

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660 East Jefferson Street

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Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

EFFECTIVE DATE

7/31/99

Col-Ins-Co., Inc

Merger & Name Change

Merging INTO: BancHill Acquisition Corporation II

200002946712-1

-08/02/99-01001-013

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Jeffrey Butterfield

ARTICLES OF MERGER
Merger Sheet

MERGING:

COL-INS-CO., INC., a Florida corporation 220543

into

**BARNHILL ACQUISITION CORPORATION I which changed its name to
COL-INS-CO., INC., a Nevada corporation F99000003895**

File date: July 30, 1999 , effective July 31, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
7/31/99

ARTICLES OF MERGER
OF
COL-INS-CO., INC.,
a Florida Corporation
INTO
BARNHILL ACQUISITION CORPORATION I,
a Nevada corporation

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TALLAHASSEE, FLORIDA


The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105.

1. The name and jurisdiction of the surviving corporation is Barnhill Acquisition Corporation I, a Nevada corporation.
2. The name and jurisdiction of the merging corporation is COL-INS-CO., INC., a Florida corporation.
3. The Plan of Merger is attached as Exhibit A.
4. The merger shall become effective 11:59 p.m. Eastern Daylight Time on July 31, 1999.
5. The Plan of Merger was adopted by the shareholders of the surviving corporation by unanimous written consent dated July 22, 1999.
6. The Agreement and Plan of Merger was adopted by the shareholders of the merging corporation by unanimous written consent dated July 22, 1999.

IN WITNESS WHEREOF, the surviving corporation has caused these Articles of Merger to be signed by its President and attested by its Secretary as of the 22nd day of July, 1999.

ATTEST:

BARNHILL ACQUISITION CORPORATION I,
a Nevada corporation


Ernest J. Panasci, Secretary

By: 
Michael D. Whitt, President

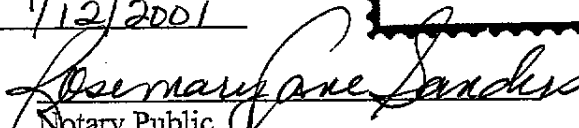
STATE OF Florida)ss
COUNTY OF Orange)

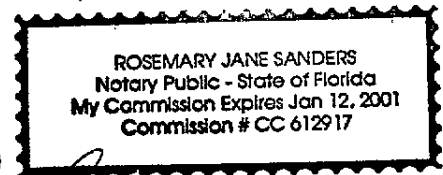
The foregoing instrument was acknowledged before me this 22nd day of July, 1999 by Michael D. Whitt and Ernest J. Panasci, the President and Secretary, respectively of Barnhill Acquisition Corporation I, a Nevada corporation.

WITNESS my hand and official seal.

My commission expires: 7/12/2001

[SEAL]



Notary Public

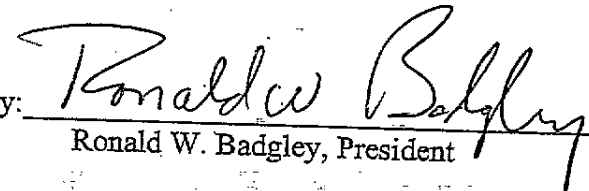


IN WITNESS WHEREOF, the merging corporation has caused these Articles of Merger to be signed by its President and attested by its Chairman of the Board and Secretary as of the 22nd day of July, 1999.

ATTEST:

COL-INS-CO., INC.
a Florida corporation


Michael Thomas, Chairman of the Board
and Secretary

By: 
Ronald W. Badgley, President

STATE OF Florida)
COUNTY OF Orange)

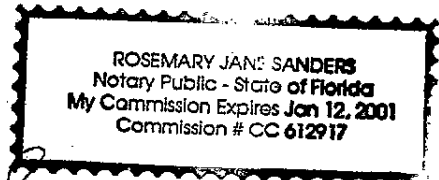
The foregoing instrument was acknowledged before me this 22nd day of July, 1999 by Ronald W. Badgley and Michael Thomas, the President and Chairman of the Board and Secretary, respectively, of COL-INS-CO., INC., a Florida corporation.

WITNESS my hand and official seal.

My commission expires: 1/12/2001

[SEAL]


Notary Public



"EXHIBIT A"
PLAN OF MERGER

This Plan of Merger is submitted pursuant to Section 607.1101 of the Florida Business Corporation Act.

1. Names of Constituent Corporations. The name of the corporation surviving the Merger is Barnhill Acquisition Corporation I (the "Surviving Corporation"). The Surviving Corporation is a Nevada corporation. The name of the corporation merging into the Surviving Corporation is COL-INS-CO., INC. (the "Merging Corporation"). The Merging Corporation is a Florida corporation.

2. Effective Time. The Merger shall be effective at 11:59 p.m. Eastern Daylight Time on July 31, 1999 (the "Effective Time").

3. Effects of Merger. At the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate corporate existence of the Merging Corporation shall cease. The Surviving Corporation shall continue to be governed by the laws of the State of Nevada. In addition, the Merger shall have such other effects as are specified by applicable law.

4. Amendment to Certificate of Incorporation of Surviving Corporation. At the Effective Time, Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows: "The name of the corporation is "COL-INS-CO., INC."

5. Merger Consideration. At the Effective Time, the stockholders of the Merging Corporation shall be entitled to receive the following consideration (the "Merger Consideration") pro rata in accordance with their percentage ownership of the common stock of the Merging Corporation immediately prior to the Effective Time (the "Percentage Ownership"):

- (i) 550,000 shares of the common stock of Barnhill Associates, Inc., \$.001 par value (the "Parent Common Stock");
- (ii) Cash in the amount of \$100,000; and
- (iii) A Promissory Note in the aggregate principal amount of \$700,000.

6. Post-Closing Adjustment. In the event that any of Michael Thomas, Edward F. Copes, Samuel O'Banion, Jeffrey L. Gibson, James Webb or James Chafin (the "Key Employees") shall cease to be an employee of the Merging Corporation within a period of six months from the date of closing, the principal amount of the Promissory Note shall be reduced by \$50,000 for each Key Employee who so ceases to be an employee of the Merging Corporation within such time period.

7. William H. Moore. On March 20, 1997, the Merging Corporation and William H. Moore ("Moore") entered into a Stock Redemption Agreement pursuant to which the Merging Corporation purchased the 35,400 shares of common stock of the Merging Corporation (the "Redeemed Shares") owned by Moore. The purchase price for the Redeemed Shares was paid by the issuance of a promissory note, with the Merging Corporation as the maker, in the original principal amount of \$221,250 (the "Moore Note"). As security for the obligations of the Merging Corporation under the Moore Note, Moore is holding the Redeemed Shares in escrow until the Moore Note is paid in full. The Redeemed Shares are considered issued and outstanding by the Merging Corporation and for purposes of the Merger.

Pursuant to a Collateral Substitution Agreement, at the Effective Time:

(a) the portion of the cash payable as part of the Merger Consideration in respect of the Redeemed Shares will be distributed to the stockholders of the Merging Corporation (except Moore) in accordance with their Percentage Ownership (determined on the basis that the Redeemed Shares were not issued and outstanding);

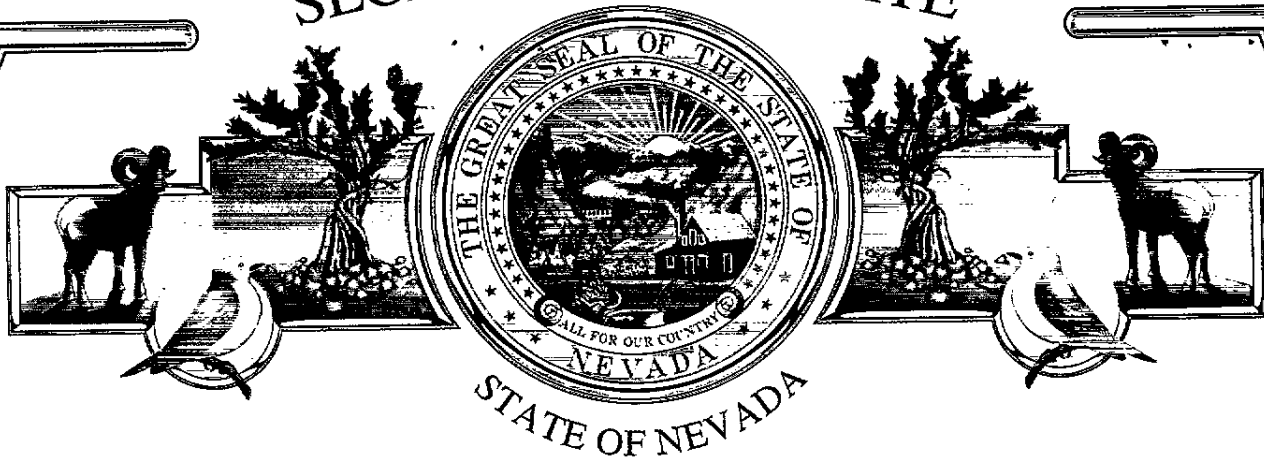
(b) the portion of the Promissory Note payable in respect of the Redeemed Shares will be paid to the Stockholders (except Moore) in accordance with their Percentage Ownership (determined on the basis that the Redeemed Shares were not issued and outstanding); and

(c) the Parent Common Stock issuable as part of the Merger Consideration in respect of the Redeemed Shares will be deposited with Moore and held in escrow ("the Escrowed Shares") until such time as the Moore Note is paid in full. When the Moore Note is paid in full, the Escrowed Shares will be distributed to the stockholders of the Merging Corporation (except Moore) in accordance with their Percentage Ownership (determined on the basis that the Redeemed Shares were not issued and outstanding). The Moore Note is scheduled to mature on February 1, 2004. The Escrowed Shares will secure the obligations of the surviving corporation under the Moore Note.

8. Conversion of Outstanding Shares of the Merging Corporation; Treasury Stock. Each share of the common stock, \$.01 par value of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall, as of the Effective Time, by virtue of the Merger and without any action on the part of its holder, be converted solely into the right to receive a portion of the Merger Consideration. Each share of common stock of the Merging Corporation, if any, held by the Merging Corporation in its treasury shall be retired and canceled and no Merger Consideration shall be payable in respect thereof.

9. Termination. Subject to applicable law, this Plan of Merger may be amended, modified, supplemented or abandoned by mutual consent of the Boards of Directors of the parties hereto, before or after approval hereof by the shareholders of each of the parties hereto.

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **COL-INS-CO., INC. (Formerly: BARNHILL ACQUISITION CORPORATION I)**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 26, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on August 9, 1999.



Dean Heller
Secretary of State

By *Joann Larson*
Certification Clerk