G65647

Rogers, Towers, Et al - Mary Rose
Requestor's Name

106 S. Monroe Street
Address

Tallahassee, Florida 32301
City/State/Zip Phone #

222-7200

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Insurance Programs, Inc. and
(Corporation Name) (Document #)

2. Shamrock Services, Inc.
(Corporation Name) (Document #)

800002981888--9
-09/09/99--01001--013
*****70.00 *****70.00

3. ______
(Corporation Name) (Document #)

4. ______
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
✓	Merger

EFFECTIVE DATE 10-1-99

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials	AJC 9/9

CR2E031(1/95)

ARTICLES OF MERGER
Merger Sheet

MERGING:

INSURANCE PROGRAMS, INC., a Florida corporation, 208886

INTO

SHAMROCK SERVICES, INC., a Florida entity, G65647.

File date: September 8, 1999 , effective October 1, 1999

Corporate Specialist: Cheryl Coulliette

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ARTICLES OF MERGER

OF

INSURANCE PROGRAMS, INC.

AND

SHAMROCK SERVICES, INC.

Pursuant to the provisions of Section 607.1105, Florida Statutes, the corporations hereinafter named do hereby adopt the following Articles of Merger:

ARTICLE I

1. The names of the merging corporations are INSURANCE PROGRAMS, INC., a Florida corporation ("IPI"), the existence of which will cease upon the effective date of the merger, and SHAMROCK SERVICES, INC. ("SHAMROCK"), a Florida corporation, which shall be the surviving corporation upon the effective date of the merger.

ARTICLE II

2. Attached hereto as Exhibit "A" and incorporated herein by reference is a copy of the Plan of Merger to effect the merger of IPI into SHAMROCK. The Plan of Merger was adopted by the Board of Directors of IPI on Aug 11, 1999 and by the Board of Directors of SHAMROCK on Aug 11, 1999.

ARTICLE III

3. Pursuant to Section 607.1104, Florida Statutes, approval of the Plan of Merger by the shareholders of IPI and SHAMROCK is not required, as both are wholly-owned subsidiaries corporations of Cagney, Inc., a Florida corporation.

EFFECTIVE DATE
10-1-99

ARTICLE IV

4. SHAMROCK shall continue its existence as the surviving corporation under the same name and IPI shall cease to exist as a separate corporation upon the effective date of the Merger.

ARTICLE V

5. The merger shall be effective on October 1, 1999.

ARTICLE VI

6. All outstanding shares of IPI shall be cancelled upon the effective date of the merger and all outstanding shares of SHAMROCK shall remain outstanding as shares of stock in SHAMROCK.

The undersigned hereby certifies that these Articles of Merger were adopted by the respective corporations on the dates set forth above.

Executed on Aug 11, 1999.

INSURANCE PROGRAMS, INC.

By: ______________________
Print: Jeffrey W. Grady
Its: President

Executed on Aug 11, 1999.

SHAMROCK SERVICES, INC.

By: ______________________
Print: Jeffrey W. Grady
Its: President

H:\USER\SMJ\FAIA\Merger of IPI and Shamrock\Articles of Merger

Exhibit "A"

PLAN OF MERGER

This Plan of Merger is entered into pursuant to Section 607.1104(b), Florida Statutes, for the merger of Insurance Programs, Inc., a Florida corporation ("IPI"), into Shamrock Services, Inc., a Florida corporation ("Shamrock"). Shamrock is to be the surviving corporation.

PREAMBLE

All of the issued and outstanding shares of common stock of IPI are owned by Cagney, Inc., a Florida corporation ("Cagney"), which also owns all of the issued and outstanding shares of common stock of Shamrock. Accordingly, Cagney is the 100% owner of both IPI and Shamrock. IPI and Shamrock are sometimes referred to collectively as "Constituent Corporations." IPI is hereinafter sometimes referred to as the "Terminating Corporation." Shamrock Services, Inc. is hereinafter sometimes referred to as the "Surviving Corporation."

This Plan of Merger will not amend the Articles of Incorporation of Shamrock. All of the assets and liabilities of IPI will, by virtue of the merger, become assets of Shamrock, the surviving corporation.

TERMS AND CONDITIONS

1. In accordance with the Plan of Merger and the Florida Business Corporation Act, IPI shall be merged into Shamrock, with Shamrock constituting the surviving corporation and the separate corporate existence of IPI shall cease.

2. All of the shares of the Terminating Corporation shall, upon the effective date of the merger, be canceled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner and each share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

3. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall be the Articles of Incorporation of the Surviving Corporation and the Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The Bylaws of the Surviving Corporation upon the effective date of the merger shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

6. The Surviving Corporation shall possess all the rights, privileges, powers, franchises (whether or not by their terms assignable) and immunities of a private as well as of a public nature, and be subject to, responsible and liable for all debts, contracts, liabilities, obligations and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and

all debts due to either of the Constituent Corporations on whatever account, including but not limited to, stock subscriptions, and all other things in action or belonging to each of such corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, of a private as well as of a public nature, and all and every other interest shall thereafter be the property of the Surviving Corporation as effectually as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of any state, in either of the Constituent Corporations, shall not revert or in any way be impaired by reason hereof; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved, unimpaired, and all debts, contracts, liabilities, obligations and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, contracts, liabilities, obligations and duties had been incurred or contracted by it; provided, however, that any such lien shall continue in effect only as to the property of the respective Constituent Corporation as to which the same is in effect on the effective date.

7. This Plan of Merger shall be approved by the directors of Cagney pursuant to Section 607.1104(b).

10. The effective date of the merger shall be October 1, 1999.

12. Cagney, being the sole shareholder of Shamrock and IPI, and having consented to and adopted this Plan of Merger, has no rights as a dissenting shareholder. There are no other shareholders of the Constituent Corporations. Accordingly, there are no rights of dissenting shareholders to be paid the fair value of their shares as dissenting shareholders.

IN WITNESS WHEREOF, Shamrock, IPI and Cagney have caused this Plan of Merger to be signed in their corporate names by their Presidents as of Aug. 11, 1999.

SHAMROCK SERVICES, INC.

By:____________________
Print: Jeffrey W. Grady
Its: President

INSURANCE PROGRAMS, INC.

By:____________________
Print: Jeffrey W. Grady
Its: President

CAGNEY, INC.

By:____________________
Print: Jeffrey W. Grady
Its: President