

G72414

LAW OFFICES OF

Fredrick L. Rice, P.A.

Fredrick L. Rice

CERTIFIED CIRCUIT COURT MEDIATOR
CERTIFIED FAMILY COURT MEDIATOR

OF COUNSEL

C. HUGH BLANTON, JR.
CERTIFIED FAMILY COURT MEDIATOR

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REPLY TO: Jacksonville

February 23, 1998

Office of the Secretary of State
Corporations Division
Capitol Building
P. O. Box 6327
Tallahassee, Florida 32314

300002440079--9

02/25/98-01016-004

***122.50 ***122.50

ATTENTION: MERGERS SECTION

Re: STSS MANAGEMENT, INC. (surviving corporation)
Charter No. G72414; with
STEVENS, THOMAS, SCHEMER & SPARKS, P. A.
(absorbed corporation) - Charter No. P94000093667

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 13 AM 9:02

FILED

Dear Sir or Madam:

Pursuant to my telephone conversation with your office on January 21, 1998, I am enclosing for filing with the corporations division, the documentation reflecting the merger of STSS Management, Inc., with Stevens, Thomas, Schemer & Sparks, P. A. - each of them being Florida corporations. The surviving corporation, STSS Management, Inc., by these documents is amending its Articles of Incorporation to reflect that its new corporate name is Stevens, Thomas, Schemer & Sparks, P. A. In that regard, I am enclosing the following:

- 1) The original and one true copy of the Articles of Merger of STSS Management, Inc., and Stevens, Thomas, Schemer & Sparks, P. A.
- 2) The original and one true copy of the Agreement of Merger, executed by each corporation and approved by the owners of all of the issued and outstanding capital common stock of each corporation.
- 3) My firm check in the amount of \$122.50 to cover the \$70.00 filing fee for the merger of both corporations, and the cost of \$52.50 for certifying the enclosed copy of the Articles of Merger and the Agreement of Merger. Please note that the effective date of this merger shall be the 1st day of March, 1998.

The certified copy requested above should be returned to my Jacksonville office shown on this letterhead. Thanking you for

Mergers NC
TLL MAR 13 1998

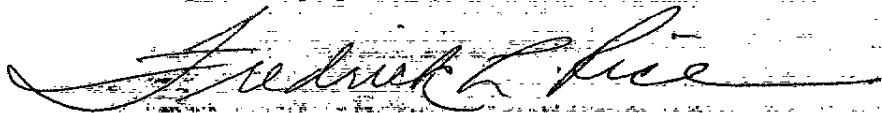
Office of the Secretary of State

February 23, 1998

Page Two

your usual prompt cooperation and assistance, I am,

Very truly yours,

A handwritten signature in cursive script, appearing to read "Fredrick L. Rice". The signature is written in dark ink and is positioned above the printed name.

Fredrick L. Rice

FLR/mnr

Enclosures ✓

cc: G. Allen Sparks

ARTICLES OF MERGER
Merger Sheet

MERGING:

STEVENS, THOMAS, SCHEMER & SPARKS, P.A., a Florida corporation,
P9400093667.

INTO

STSS MANAGEMENT, P.A. which changed its name to
STEVENS, THOMAS, SCHEMER & SPARKS, P.A., a Florida corporation,
G72414

File date: March 13, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF STSS MANAGEMENT, P.A.
AND STEVENS, THOMAS, SCHEMER & SPARKS, P. A.

FILED
98 MAR 13 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to meetings of the Board of Directors and the Sole Stockholders of STSS MANAGEMENT, P.A. (hereinafter known as the "Surviving Corporation"), and meetings of the Board of Directors and the Sole Stockholders of STEVENS, THOMAS, SCHEMER & SPARKS, P. A. (hereinafter known as the "Non-Surviving Corporation"), which were both held on Janaury 27, 1998; each of said Corporations voted to merge, with STSS MANAGEMENT, P.A., a Florida professional service corporation, being the surviving corporation, and STEVENS, THOMAS, SCHEMER & SPARKS, P. A., a Florida professional service corporation, being the absorbed corporation.

The plan of merger approved by the Sole Stockholders of both of those Corporations requires the surviving corporation to accede to all assets and liabilities of the absorbed corporation.

STSS MANAGEMENT, P.A., has a total of Seven Hundred Fifty (750) shares of common stock outstanding, of which all Seven Hundred Fifty (750) shares voted for the aforesaid plan of merger.

STEVENS, THOMAS, SCHEMER & SPARKS, P. A., has a total of Seven Hundred Fifty (750) shares of common stock outstanding of which all Seven Hundred Fifty (750) shares voted for the aforesaid plan of merger.

Upon the effective date of the merger, as hereafter provided, the corporate name of the surviving corporation is hereby amended and changed from STSS MANAGEMENT, P.A., to STEVENS, THOMAS, SCHEMER & SPARKS, P. A.

The effective date of this merger shall be the 1st day of March, 1998.

DATED this 27 day of January, 1998.

STSS MANAGEMENT, P.A.
(Surviving Corporation)

BY G. Allen Sparks
G. Allen Sparks
Its President

ATTEST:

BY John P. Stevens
John P. Stevens
Secretary of
STSS MANAGEMENT, P.A.

STEVENS, THOMAS, SCHEMER & SPARKS, P. A.
(Absorbed Corporation)

BY: G. Allen Sparks
G. Allen Sparks
Its President

ATTEST:

BY: John P. Stevens
John P. Stevens
Secretary of
STEVENS, THOMAS, SCHEMER & SPARKS, P. A.

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER dated January 27, 1998, between STSS MANAGEMENT, P.A., a Florida professional service corporation, hereinafter sometimes called the "Surviving Corporation", and STEVENS, THOMAS, SCHEMER & SPARKS, P. A., a Florida professional service corporation, hereinafter sometimes called the "Absorbed Corporation".

WHEREAS, STSS MANAGEMENT, P.A., is a professional service corporation duly organized and existing under the laws of the State of Florida, with its principal place of business in Jacksonville, Florida, having a capitalization of Five Thousand (5,000) authorized shares of common stock having a par value of One and 00/100 (\$1.00) Dollars per share of which Seven Hundred Fifty (750) shares are issued and outstanding; all of which are owned by John P. Stevens, Eddie F. Thomas, and G. Allen Sparks; and

WHEREAS, STEVENS, THOMAS, SCHEMER & SPARKS, P. A., is a professional service corporation duly authorized and existing under the laws of the State of Florida, with a place of business located in Jacksonville, Florida, with a capitalization of Five Thousand (5,000) authorized shares of common stock having a par value of One and 00/100 (\$1.00) Dollars per share of which Seven Hundred Fifty (750) shares are issued and outstanding; all of which are owned by John P. Stevens, Eddie F. Thomas, and G. Allen Sparks; and

WHEREAS, the Boards of Directors of the aforesaid professional service corporations deem it desirable and in the best interest of the corporations and their shareholders that STEVENS, THOMAS, SCHEMER & SPARKS, P. A., be merged into STSS MANAGEMENT, P.A., in accordance with Florida law; and

WHEREAS, the sole stockholders of both corporations have approved the aforesaid merger.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and agreements as herein set forth, the corporations hereby agree as follows:

1. STEVENS, THOMAS, SCHEMER & SPARKS, P. A., shall merge with and into STSS MANAGEMENT, P.A., which shall be the surviving corporation.

2. On the effective date of the merger, the corporate existence of STEVENS, THOMAS, SCHEMER & SPARKS, P. A., shall cease and the surviving corporation shall succeed to all the

rights, privileges, immunities, contracts, and franchises and all the property real, personal and mixed of the absorbed corporation without the necessity for any separate transfer, the surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of the creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. In consideration of the surviving corporation being responsible for all such liabilities, including stockholders' loans of STEVENS, THOMAS, SCHEMER & SPARKS, P. A., if any, no transfer of stock or any additional consideration will be furnished to the stockholders of STEVENS, THOMAS, SCHEMER & SPARKS, P. A., which stockholders are identical to and hold the same percentage interest as the stockholders in the surviving corporation.

4. Simultaneous with, or after the completion of the merger of the aforesaid corporations, the officers of the surviving corporation shall effect a change or amendment of the corporate name of the surviving corporation, STSS MANAGEMENT, P.A., to STEVENS, THOMAS, SCHEMER & SPARKS, P. A.

5. The effective date of this merger shall be the 1st day of March, 1998.

STSS MANAGEMENT, P.A.
(Surviving Corporation)

BY G. Allen Sparks
G. Allen Sparks
Its President

ATTEST:

BY John P. Stevens
John P. Stevens
Secretary

STEVENS, THOMAS, SCHEMER & SPARKS, P. A.
(Absorbed Corporation)

BY G. Allen Sparks
G. Allen Sparks
Its President

ATTEST:

BY John P. Stevens
John P. Stevens
Secretary

CONSENT

The undersigned as the Sole Directors and Sole Stockholders of STSS MANAGEMENT, P.A., and STEVENS, THOMAS, SCHEMER & SPARKS, P. A., hereby recommend and/or approve of the foregoing Agreement of Merger.

G. Allen Sparks
G. Allen Sparks

John P. Stevens
John P. Stevens

Eddie F. Thomas
Eddie F. Thomas

as Sole Directors of STSS MANAGEMENT, P.A.,
and as Sole Directors of STEVENS, THOMAS,
SCHEMER & SPARKS, P. A.

G. Allen Sparks
G. Allen Sparks

John P. Stevens
John P. Stevens

Eddie F. Thomas
Eddie F. Thomas

as Sole Stockholders of STSS MANAGEMENT, P.A.,
and as Sole Stockholders of STEVENS, THOMAS,
SCHEMER & SPARKS, P. A.