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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Columbia Brokerage Co. Inc

File and

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

RUSH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 31 PM 3:31
FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

merger
TLL JAN 5 1999

Ordered By: _____

Date: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: ADVANTAGE/MAYER, INC.
Ref. Number: G74643

Corrected

We have received your document for ADVANTAGE/MAYER, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the surviving corporation listed in the merger, changed its name to the above on 12-17-98. Please adjust your document accordingly.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 599A00000111

ATTN:

RECEIVED
53 JAN 4 2 14 PM '99
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COLUMBIA BROKERAGE CO., INC., a Florida corporation, 171268

INTO

ADVANTAGE/MAYER, INC., a Florida corporation, G74643.

File date: December 31, 1998

Corporate Specialist: Thelma Lewis

**STATE OF FLORIDA
ARTICLES OF MERGER
OF
COLUMBIA BROKERAGE CO., INC.**
a Florida corporation

INTO

ADVANTAGE/MAYER, INC.
a Florida corporation

FILED
98 DEC 31 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1105 entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the shareholders of Columbia Brokerage Co., Inc., a Florida corporation (the "Merged Corporation") on December 30, 1998. The Plan of Merger was adopted by the Board of Directors of Advantage/Mayer, Inc., a Florida corporation (the "Surviving Corporation"), on December 30, 1998. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date these Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 30th day of December, 1998.

MERGED CORPORATION:

COLUMBIA BROKERAGE CO., INC.

By: Robert B. Erger
Robert B. Erger, Vice President

SURVIVING CORPORATION:

ADVANTAGE/MAYER, INC.

By: Robert B. Erger
Robert B. Erger, Secretary

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (this "Plan of Merger") by and between Columbia Brokerage Co., Inc., a Florida corporation ("CBC"), and Advantage/Mayer, Inc., a Florida corporation ("AMI") (CBC and AMI being sometimes collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the shareholders of CBC, or their proxies, and the Board of Directors of AMI have received and reviewed a copy of this Plan and deem it desirable and in the best interests of the Constituent Corporations and their respective shareholders that CBC merge with and into AMI, with AMI being the surviving corporation (the "Surviving Corporation");

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of said Merger, the mode of carrying the same into effect, and such other details and provisions as are deemed necessary or proper, the Plan is hereby set forth as follows:

- 1. Merger.** At the Effective Time, as hereinafter defined, CBC will be merged with and into AMI (the "Merger"). This Plan of Merger constitutes a plan of merger pursuant to Section 607.1101 of the Florida Business Corporation Act, to be carried out in the manner, on the terms and subject to the conditions herein set forth.
- 2. Effective Time.** This Plan of Merger will become effective immediately upon the filing of the articles of merger with the Secretary of State of Florida (the "Articles of Merger"). Such date and time is herein referred to as the "Effective Time."
- 3. Surviving Corporation.** At the Effective Time, the separate existence of CBC will cease, and AMI, as the surviving corporation of the Merger, will continue to exist under and be governed by the laws of the State of Florida. The name of the Surviving Corporation will be Advantage/Mayer, Inc.
- 4. Rights and Liabilities of AMI.** At and after the Effective Time, as more fully set forth in Section 607.1106 of the FBCA, the Surviving Corporation will succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of the Constituent Corporations; all debts due either of the Constituent Corporations will be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Constituent Corporations will be the property of the Surviving Corporation; the title to any real property of either of the Constituent Corporations will not revert or be in any way impaired by reason of the Merger, but will be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations will be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time; and all debts, liabilities and duties of the Constituent Corporations will thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

5. **Articles of Incorporation.** The articles of incorporation of AMI, as existing at the Effective Time, shall be the articles of incorporation of the Surviving Corporation until altered, amended or repealed as provided therein or as provided by law.
6. **Bylaws.** The Bylaws of AMI, as existing at the Effective Time, will continue in force as the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or as provided by law.
7. **Directors and Officers.** The directors and officers of AMI immediately prior to the Merger will be the directors and officers of the Surviving Corporation, to hold office until their respective successors have been elected and shall qualify, or as otherwise provided in the Bylaws of the Surviving Corporation.
8. **Continuation of Shares of AMI on and after Merger.** Each share of common stock of AMI issued and outstanding immediately prior to the Effective Date shall, on and after the Effective Date, continue to be one share of common stock of the AMI.
9. **Conversion of Outstanding CBC Common Stock.** At the Effective Time, each outstanding share of CBC common stock, and all rights in respect thereof, shall by operation of law and without further action on the part of the former holders, automatically be converted into and become the right to receive such shares of the voting common stock of AMI as set forth in that certain Stock Purchase Agreement, entered into as of November 8, 1995, by and among AMI, CBC, and Ronnie J. Berlin, Robert A. Belsky, Jr., Richard G. Beuchat, Alton R. Hagan, Michael R. Mathis and Roger W. Rudeen (the "Purchase Agreement"). A total of fifty-three thousand three hundred ninety-two (53,392) shares (the "Initial Shares") of AMI common stock shall be issued to the CBC shareholders at the Effective Time. The remainder of the shares (the "Appraisal Shares"), if any, shall be issued upon completion of the appraisals required by the Purchase Agreement, which appraisals shall be completed by no later than March 31, 1999. When issued, the Initial Shares and the Appraisal Shares shall be validly issued, fully paid and non-assessable.
10. **Inspection of Plan of Merger.** Executed copies of this Plan of Merger will be maintained at the principal offices of AMI at 3444 Memorial Highway, Tampa, Florida. A copy of the Plan of Merger shall be furnished by AMI, on request and without cost, to any shareholder of either CBC or AMI.
11. **Remedies.** Any rights and remedies belonging to CBC or AMI and arising in connection with the actions contemplated by this Plan of Merger shall be pursued solely against CBC or AMI, and not against their respective officers, directors or employees. In the event that any officer, director or employee of CBC or AMI becomes involved in any capacity in any action, proceeding or investigation in connection with the Merger or this Plan of Merger, CBC and/or AMI shall advance to such person(s) all reasonable legal and other expenses incurred in connection therewith and shall also indemnify such person(s) against any losses, claims, damages or liabilities to which such person(s) may become subject in connection with the Merger or this Plan of Merger, except to the extent that such indemnification is prohibited by law.