

# H91468

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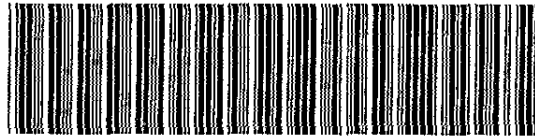
(Business Entity Name)

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04 FEB -5 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger  
T. Kuo 2/11/04*

# PILKA & ASSOCIATES, P.A.

## ATTORNEYS AT LAW

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CAROLINE A. ADAMS\*  
MARK E. HAGER\*\*

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SCOTT F. BARNETT  
MICHAEL T. EATMAN  
ROBERT FRASER

OF COUNSEL

\*ALSO MEMBER OF TENNESSEE BAR  
\*\*ALSO MEMBER OF PENNSYLVANIA BAR

February 3, 2004

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Bowker, Brown & Co. into Bowker & Co., Inc.  
Our File: 24-3021


Dear Sir/Madam:

Enclosed please find the original Articles of Merger for the above referenced corporation, along with a copy of the same and this firm's check in the amount of \$78.75 for costs in filing the enclosed and a certified copy of the same.

Upon completion of your filing of the Articles, kindly return a timed stamped copy and also a certified. If you should have any questions please contact our office. The toll free number is 800-260-1529.

Thank you for your assistance regarding this matter.

Very truly yours,



Emmy Anderson  
Legal Assistant to  
Mark E. Hager

/ca  
Enclosures  
c: client



**ARTICLES OF MERGER**  
**OF**  
**BOWKER, BROWN & CO., a Delaware Corporation,**  
**into**  
**BOWKER & CO., INC., a Florida Corporation**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


ARTICLES OF MERGER between **BOWKER, BROWN & CO.**, a Delaware Corporation, duly qualified to do business in Florida [Document No: F30,704] (hereinafter referred to as "BOWKER-BROWN") and **BOWKER & CO., INC.**, a Florida Corporation [Document No: H91468] (hereinafter referred to as "BOWKER&CO.").

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") BOWKER-BROWN and BOWKER&CO. adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated January 31, 2004, between BOWKER-BROWN and BOWKER&CO. was approved and adopted by the board of directors and approved by the shareholders of BOWKER-BROWN on January 31, 2004, and was adopted by the board of directors and approved by the shareholders of BOWKER&CO., on January 31, 2004,
2. Pursuant to the Plan of Merger, all issued and outstanding shares of BOWKER-BROWN'S stock will be acquired by means of a merger of BOWKER, BROWN & CO., into BOWKER & CO., INC., with BOWKER&CO., the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 31<sup>st</sup> day of January, 2004.

ATTEST:

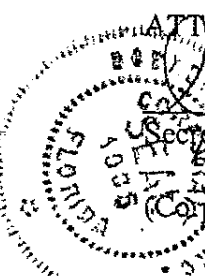
  
Patricia B. Bowker  
Secretary

(Corporate Seal)

BOWKER, BROWN & CO.,  
a Delaware Corporation

William G. Bowker  
President

ATTEST:

  
William G. Bowker  
Secretary

(Corporate Seal)

BOWKER & CO., INC.,  
a Florida Corporation

William G. Bowker  
President

**PLAN OF MERGER**  
**OF**  
**BOWKER, BROWN & CO., a Delaware Corporation,**  
**INTO**  
**BOWKER & CO., INC., a Florida Corporation**

Merger between and BOWKER & CO., INC., a Florida Corporation, (the "Surviving Corp.") and BOWKER, BROWN & CO., a Delaware Corporation, duly qualified to do business in Florida, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, shall be the Articles of Incorporation of the Surviving Corp., until further amended as provided by law.

2. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall have been issued and outstanding, if any at that time, shall, without more, be converted into and exchanged (40.137) common shares for (100) common shares of BOWKER, BROWN & CO., in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. **Satisfaction of Rights of Disappearing Corp. Shareholders.** All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional shares of Surviving Corp.'s stock will be issued.

5. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, franchises, trademarks and copyrights, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. **Supplemental Action.** If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 31<sup>st</sup> day of January, 2004.

ATTEST:

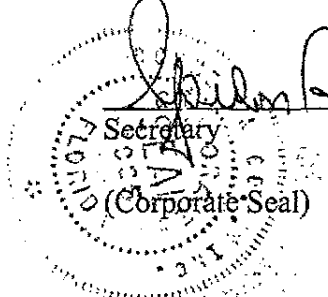
  
Patricia B Bowker  
Secretary

(Corporate Seal)

BOWKER, BROWN & CO.,  
a Delaware Corporation

William R Bowker  
President

ATTEST:

  
William R Bowker  
Secretary

(Corporate Seal)

BOWKER & CO., INC.  
a Florida Corporation

William R Bowker  
President