

J01321

OFFICES

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November 2, 2001

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

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-11/05/01--01072--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**In re: Thompson Group, Inc./Thompson Property Management Corporation**

To Whom It May Concern:

Please find enclosed the Articles of Merger along with the Merger Agreement and a check for \$70 for the filing of this document. Please file immediately and return the appropriate copy to our office in the enclosed self-addressed envelope.

If you have any questions, please feel free to contact our office.

Sincerely,

SALTER, FEIBER, YENSER,  
MURPHY & HUTSON, P.A.

*K Prevatt*

Kathy Prevatt  
Legal Assistant to James D. Salter

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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KP/  
enclosures

*OK'ed By SP*

*Merger*

V SHEPARD NOV 21 2001

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

THOMPSON PROPERTY MANAGEMENT CORPORATION, a Florida  
corporation, P95000080910

INTO

**THOMPSON GROUP, INC.**, a Florida entity, J01321.

File date: November 5, 2001

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1101, F.S.

**FIRST:** The name and jurisdiction of the surviving corporation:

Name	Jurisdiction
<u>THOMPSON GROUP, INC.</u>	<u>Florida</u>
<u>2831 N.W. 41<sup>st</sup> Street, Suite D</u>	
<u>Gainesville, FL 32606</u>	

Florida Document/Registration # J01321  
FEI Number: 59-2664988

**SECOND:** The name and jurisdiction of each merging corporation

Name	Jurisdiction
<u>Thompson Property Management Corporation</u>	<u>Florida</u>
<u>2831 N.W. 41<sup>st</sup> Street, Suite D</u>	
<u>Gainesville, FL 32606</u>	

Florida Document/Registration Number: P95000080910      FEI Number: 59-3344821

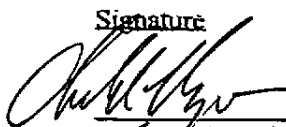
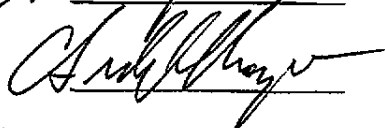
**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on October 22, 2001.

**SIXTH:** Adoption of Merger by merging corporation(s). The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 22, 2001.

**SEVENTH: SIGNATURE(S) FOR EACH PARTY:**

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
<u>Thompson Group, Inc.</u>		<u>C. Frederick Thompson, President</u>
<u>Thompson Property Management Corporation</u>		<u>C. Frederick Thompson, President</u>

**MERGER AGREEMENT**  
22nd day of October, 2001  
by and between  
**THOMPSON GROUP, INC.**  
a Florida corporation (referred to as "the Surviving Corporation")  
and  
**THOMPSON PROPERTY MANAGEMENT CORPORATION**  
a Florida corporation (referred to as "Management")

Management shall merge into the Surviving Corporation pursuant to an agreement of merger where the separate corporate existence of Management shall cease, and its shareholder shall receive common stock in the Surviving Corporation. In order to consummate the above plan of reorganization and in consideration of the mutual benefits to be derived and the mutual agreements contained herein, the Surviving Corporation and Management approve and adopt this merger agreement and mutually covenant and agree as follows:

**I. Merger of Management into the Surviving Corporation**

**1.1 Detailed Description of Merger Procedures**

**1.2 Plan of Merger.** At the Effective Date, in accordance with this Agreement and the Florida Business Corporation Act (the "Act"), Management shall be merged with and into the Surviving Corporation, the separate existence of Management shall cease and the Surviving Corporation shall continue as the surviving corporation under the corporate name "Thompson Group, Inc."

**1.3 Effect of the Merger.** When the Merger has been effected, and in accordance with and with the effect set forth in the Act, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of the Surviving Corporation and Management.

**1.4 Consummation of the Merger.** As soon as is practicable after the satisfaction or waiver of the conditions to the consummation of the Merger set forth herein, the parties hereto will cause the Merger to be consummated by filing of an agreement of merger with the Secretary of State of Florida (the time of such filing being herein referred to as the "Effective Date").

**1.5 Charter; Bylaws; Directors and Officers.** The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of the Surviving Corporation in such form as they may exist immediately prior to the consummation of the Merger. On the Effective Date the officers and directors of Management immediately prior to the consummation of the Merger shall resign and the officers and directors of the Surviving Corporation on the Effective Date shall be the officers and directors of the Surviving Corporation immediately prior to the consummation of the Merger.

**1.6 Conversion of Common Stock**

(a) At the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation each Common Share of Management issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished and be converted into one (1) common share of the Surviving Corporation.

**1.7 Exchange of Certificates.**

(a) From and after the Effective Date, C. Frederick Thompson (the "Exchange Agent") shall act as exchange agent in effecting the exchange of the shares in Management for shares in the Surviving Corporation.

**1.8 Further Assurances.**

Management agrees that if, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further deeds, assignments, or assurances are necessary or desirable to vest, perfect, or confirm in the Surviving Corporation title to any property or rights of Management, the Surviving Corporation and its proper officers and directors may execute and deliver all such proper deeds, assignments, and assurances and do all other things necessary or desirable to vest, perfect, or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Agreement, in the name of Management or otherwise.

**1.9 Shares To Be Issued**

On the effective date of the merger, one (1) share of the Surviving Corporation's common stock shall be delivered to the shareholder of the shares in Management.

**2. Meeting of Shareholders**

The parties represent that this merger has been properly approved by their shareholders.

**3. Law Governing**

This agreement may not be modified or terminated orally, and shall be construed and interpreted according to the laws of the State of Florida.

**4. Entire Agreement**


This instrument embodies the entire agreement between the parties with respect to the transactions contemplated, and there have been and are no agreements, representations or warranties between the parties other than those set forth or provided for.

**5. Further Documents**

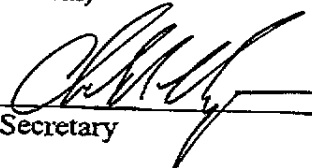
The Surviving Corporation and Management agree to execute any and all other documents, and to take any other action or corporate proceedings which may be necessary or desirable to carry out the terms of this agreement.

IN WITNESS WHEREOF, the parties have caused this agreement to be duly executed all as of the day and year first written above.

**THOMPSON GROUP, INC.**

By:   
C. Frederick Thompson  
President


(Corporate Seal)

Attest:   
Secretary

**THOMPSON PROPERTY  
MANAGEMENT CORPORATION**

By:   
C. Frederick Thompson  
President

(Corporate Seal)

Attest:   
Secretary