

FROM HILL, WARD, HENDERSON, P. A.

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J26785

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

THE HOGAN GROUP, INC.

Certificate of Status	0
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Merger

10-1-98

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOGAN - BURT - BISHOP, INC., a Florida corporation, P95000063932

INTO

THE HOGAN GROUP, INC., a Florida corporation, J26785

File date: September 30, 1998

Corporate Specialist: Darlene Connell

FROM HILL, WARD, HENDERSON, P. A.
(((H98000018161 3)))

(WED) 9. 30' 98 12:37/ST. 12:36/NO. 426024588

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SECRETARY OF STATE

PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER, entered into as of the 30th day of September, 1998, by and between THE HOGAN GROUP, INC., a Florida corporation ("Surviving Corporation"), and HOGAN-BURT-BISHOP, INC., a Florida corporation ("Merged Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of each of the parties hereto deem it advisable and in the best interest of the parties hereto and their respective stockholders that Merged Corporation should be merged into Surviving Corporation, and that Surviving Corporation merge Merged Corporation into itself, pursuant to the terms and conditions hereinafter set forth and in the manner prescribed by the laws of the State of Florida;

WHEREAS, Surviving Corporation, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Florida on August 1, 1986, effective July 28, 1986, has an authorized capital stock of 7,000 shares of \$1.00 par value common capital stock, of which 2,000 shares are issued and outstanding on the date of the execution hereof;

WHEREAS, Merged Corporation, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Florida on August 18, 1995, has an authorized capital stock of 10,000 shares of common capital stock of \$1.00 par value, of which 1,000 shares are issued and outstanding on the date of the execution hereof;

NOW, THEREFORE, the parties hereto agree to this Plan and Articles of Merger, whereby Merged Corporation is merged into Surviving Corporation, and Surviving Corporation merges Merged Corporation into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

Prepared by: Andrew J. Lubrano, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 263291

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ARTICLE I

Merged Corporation shall be and is hereby merged into Surviving Corporation, and Surviving Corporation shall and does hereby merge Merged Corporation into itself. Surviving Corporation shall continue to be governed by the laws of the State of Florida.

ARTICLE II

The Articles of Incorporation of Surviving Corporation shall remain in effect unchanged as a result of this merger.

ARTICLE III

The manner of converting the outstanding shares of capital stock of the Merged Corporation into the shares of capital stock of Surviving Corporation shall be as follows:

(a) Each share of the issued and outstanding capital stock of the Merged Corporation shall, as a result of the merger, and without any further action on the part of the parties hereto or their stockholders, be automatically cancelled and shall thereafter not be deemed to be issued or outstanding for any purpose whatsoever; and

(b) Each share of capital stock of Surviving Corporation authorized and issued on the effective date of the merger hereof shall continue and remain unchanged as one share of capital stock of Surviving Corporation.

Upon consummation of the merger described herein, the shareholders of the Merged Corporation shall surrender their certificates representing the outstanding capital stock of the Merged Corporation to the Surviving Corporation, for cancellation and termination, as aforesaid.

ARTICLE IV

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Until altered, amended or repealed as therein provided, the bylaws of Surviving Corporation as they shall exist on the effective date of this Plan and Articles of Merger shall be the bylaws of Surviving Corporation after the effective date of this Plan

and Articles of Merger.

(b) The first annual meeting of the stockholders of Surviving Corporation to be held after the date this merger becomes effective shall be the annual meeting provided or to be provided by the bylaws thereof.

(c) The first regular meeting of the Board of Directors of Surviving Corporation to be held after the date this merger becomes effective may be called or may convene in the manner provided in the bylaws of Surviving Corporation and may be held at the time and place specified in the notice of meeting.

(d) Surviving Corporation shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.

(e) Upon the effective date of this merger, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of Surviving Corporation and Merged Corporation, and shall have all of the rights, privileges, powers and franchises of Surviving Corporation and Merged Corporation; and all property, real, personal and mixed, and all debts due to Surviving Corporation and Merged Corporation shall be vested in Surviving Corporation, and all property, rights and privileges, powers and franchises of Surviving Corporation and Merged Corporation and all and every other interest of them shall be thereafter as effectually the property of Surviving Corporation as they were of Surviving Corporation and Merged Corporation; and the title to any real estate, whether by deed or otherwise, vested in the Surviving Corporation and Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Surviving Corporation and Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Corporation

shall cause a copy of this Plan and Articles of Merger to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(f) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan and Articles of Merger.

ARTICLE V

Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this Plan and Articles of Merger, or in the Articles of Incorporation, in the manner now and hereafter prescribed by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VI

(a) This Plan and Articles of Merger was approved by the sole stockholder and director of Surviving Corporation on September 30, 1998 by Joint Action by Unanimous Written Consent.

(b) This Plan and Articles of Merger was approved by the sole stockholder and directors of Merged Corporation on September 30, 1998 by Joint Action by Unanimous Written Consent.

ARTICLE VII

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

ARTICLE VIII

The date of the merger contemplated by this Plan and Articles of Merger shall be as of the date and time of the filing of this Plan and Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Articles of Merger to be executed by the President or Chairman of each of them, pursuant to authority given by their respective Board of Directors and stockholders as described in Article VI hereof.

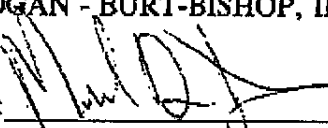
THE HOGAN GROUP, INC.

By: 

Michael D. Hogan, President

"Surviving Corporation"

HOGAN - BURT-BISHOP, INC.

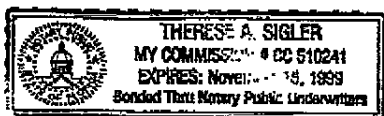
By: 

Michael D. Hogan, Chairman

"Merged Corporation"

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of September, 1998, Michael D. Hogan as President of The Hogan Group, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



[Signature]
Notary Public
THERESE A. SIGLER
(Print, Type or Stamp Name)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of September, 1998, by Michael D. Hogan, Chairman of Hogan-Burt-Bishop, Inc., a Florida corporation, on behalf of the corporation. ~~He~~ She is personally known to me or has produced _____ as identification.



[Signature]
Notary Public
THERESE A. SIGLER
(Print, Type or Stamp Name)
My Commission Expires: