

Division of Corporations

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MERGER OR SHARE EXCHANGE

The Hogan Group, Inc.

Certificate of Status	0
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**ARTICLES OF MERGER
 OF
 HOGAN SPE GP, INC.
 INTO
 THE HOGAN GROUP, INC.**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "*Act*"), THE HOGAN GROUP, INC., a Florida corporation ("*Hogan Group*"), and HOGAN SPE GP, INC., a Florida corporation ("*SPE*"), approve and submit the following Articles of Merger to effectuate a merger of SPE with and into Hogan Group (the "*Merger*"):

**ARTICLE I.
 PLAN OF MERGER**

The plan of merger of SPE with and into Hogan Group (the "*Plan of Merger*") is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent entities to the Merger are as follows:

Constituent Entities	Principal Office	Jurisdiction of Formation	Document No.
The Hogan Group, Inc.	16506 Pointe Village Drive Suite 201 Lutz, Florida 33558	Florida	J26785
Hogan SPE GP, Inc.	16506 Pointe Village Drive Suite 201 Lutz, Florida 33558	Florida	P98000078482

1.2 Surviving Corporation. On the Effective Date (as defined below), SPE will be merged with and into Hogan Group, with Hogan Group being the surviving corporation (the "*Surviving Corporation*").

1.3 Effective Date. The Merger shall become effective the day on which these Articles of Merger are filed with the Florida Secretary of State (the "*Effective Date*").

1.4 Effect of the Merger. At the Effective Date:

(a) The separate existence of SPE shall cease and the corporate existence of Hogan Group shall continue as the Surviving Corporation.

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(b) The Merger shall have the effects set forth in Section 6C7.1106 of the Act, and all property, rights, and privileges of each of Hogan Group and SPE shall vest in the Surviving Corporation and all debts, liabilities and duties of each of Hogan Group and SPE shall become the debts, liabilities and duties of the Surviving Corporation.

(c) The Articles of Incorporation of Hogan Group and Bylaws of Hogan Group in effect immediately prior to the effectiveness of the Merger shall be the Articles of Incorporation (the "*Articles*") and Bylaws (the "*Bylaws*") of the Surviving Corporation after the Merger.

(d) The ownership interests (and the rights to acquire ownership interests, obligations, or other securities) of each entity party to the merger and the former holders of such ownership interests are entitled only to the rights provided in Section 1.5 below or to their additional rights, if any, under applicable law.

1.5 Effect on Shares. Upon the Effective Date, the effect on the outstanding shares of SPE and Hogan Group shall be as follows:

(a) Each share of the capital stock, par value \$1.00 per share, of SPE ("*SPE Stock*") that is issued and outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be canceled and retired, and shall cease to exist, and each holder of SPE Stock shall cease to have any rights with respect thereto. From and after the Effective Date, each certificate previously evidencing ownership of SPE Stock shall be null and void.

(b) Upon consummation of the Merger described herein, each holder of SPE Stock shall surrender their certificates representing the SPE Stock to Hogan Group for cancellation and termination.

(c) Each share of capital stock, par value \$1.00 per share, of Hogan Group ("*Hogan Group Stock*") that is issued and outstanding immediately prior to the Effective Date shall remain unchanged as one share of capital stock of Surviving Corporation.

1.6 Tax Consequences. The parties intend that the merger of SPE with and into Hogan Group will be treated as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

ARTICLE II. ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall be and remain in full force and effect unchanged as a result of the Merger.

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**ARTICLE III.
APPROVAL OF MERGER**

In accordance with the applicable provisions of the Act, the Plan of Merger was authorized and approved by the sole shareholder and director(s) of SPE as of April 14, 2009, pursuant to a Joint Action by Written Consent of the Directors and Shareholder of SPE.

In accordance with the applicable provisions of the Act, the Plan of Merger was authorized and approved by the shareholder and director of Hogan Group as of April 14, 2009, pursuant to a Joint Action by Written Consent of the Director and Shareholder of Hogan Group.

[Signature page follows]

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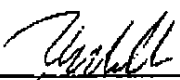
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IN WITNESS WHEREOF, these Articles of Merger have been executed in accordance with the requirements of Sections 607.1101 and 607.1105 of the Act by the parties as of April 30th 2009.

HOGAN SPE GP, INC., a Florida corporation

By: 
Michael D. Hogan, President

THE HOGAN GROUP, INC., a Florida corporation

By: 
Raymond E. Mills, Chief Operating Officer and President

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