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MERGER OR SHARE EXCHANGE**PRO-VISE MANAGEMENT GROUP, INC.**

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Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PERSONAL RESOURCE MANAGEMENT, INC., a Florida corporation,
document number H70954

INTO

PRO-VISE MANAGEMENT GROUP, INC., a Florida entity, J30130

File date: May 8, 2000

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER
OF
PERSONAL RESOURCE MANAGEMENT, INC.
INTO
PRO-VISE MANAGEMENT GROUP, INC.**

PERSONAL RESOURCE MANAGEMENT, INC., a Florida corporation, the "Constituent Corporation," and PRO-VISE MANAGEMENT GROUP, INC., a Florida corporation, the "Surviving Corporation," acting in compliance with the provisions of Section 607.1105, Florida Statutes, hereby certify as follows:

1. A Plan of Merger has been approved by the Board of Directors and a requisite majority and interest of the shareholders of the Constituent Corporation pursuant to which PERSONAL RESOURCE MANAGEMENT, INC. is to be merged into PRO-VISE MANAGEMENT GROUP, INC. A copy of the Plan of Merger setting forth the terms of the merger is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be the date of filing.

3. The merger was adopted and approved by the shareholders and directors of the Constituent Corporation as of 5/31/00 by written action of the directors and shareholders of said Constituent Corporation in lieu of a meeting.

PERSONAL RESOURCE MANAGEMENT, INC.

Date: 5/8/00

By: 

Bruce E. Fyfe
President

PRO-VISE MANAGEMENT GROUP, INC.

Date: 5/8/00

By: 

V. Raymond Ferrara
President

Prepared by:
J. Paul Raymond, Esq.
P. O. Box 1669
Clearwater, FL 33757
(727) 441-8966
Fla. Bar No. 169268

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Exhibit A**PLAN OF MERGER**

PERSONAL RESOURCE MANAGEMENT, INC., a Florida corporation, shall be merged into PRO-VISE MANAGEMENT GROUP, INC.

Background Information

The Board of Directors of PERSONAL RESOURCE MANAGEMENT, INC. and PRO-VISE MANAGEMENT GROUP, INC., by unanimous written consent of the members of the Board of Directors of each corporation, has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that PERSONAL RESOURCE MANAGEMENT, INC. be merged into PRO-VISE MANAGEMENT GROUP, INC., at the conclusion of which PRO-VISE MANAGEMENT GROUP, INC. shall remain as the surviving and resulting entity and the corporate existence of PERSONAL RESOURCE MANAGEMENT, INC. shall terminate and expire. In furtherance thereof, each Board has approved and adopted the terms of this Plan of Merger and has recommended the adoption of the Plan of Merger and its underlying transactions by the shareholders of each entity. The shareholders of each party to the merger have approved the adoption of this Plan of Merger by Written Action in Lieu of Meeting dated the 8th day of May, 2000.

Operative Provisions

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date, the Constituent Corporation, PERSONAL RESOURCE MANAGEMENT, INC., shall be merged into PRO-VISE MANAGEMENT GROUP, INC. (the "Merger") and PRO-VISE MANAGEMENT GROUP, INC. shall constitute the surviving and resulting corporation of such merger (hereinafter Pro-Vise Management Group, Inc. sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of the Constituent Corporation shall cease and the Surviving Corporation shall continue its corporate existence pursuant to the laws of Florida.

2. Effective Date. The Merger shall become effective on the date of filing.

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all of its assets and properties of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of the Constituent Corporation, shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by the Constituent Corporation shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.

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4. Obligations. All obligations belonging to or due to the Constituent Corporation shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of the Constituent Corporation existing as of the Effective Date.

5. Terms of the Merger. All of the issued and outstanding shares of the common stock of the Constituent Corporation and the Surviving Corporation shall be deemed cancelled and voided, and upon the surrender of the applicable certificates evidencing such shares being surrendered to the Surviving Corporation, the shares of the common stock of the Constituent Corporation and the Surviving Corporation outstanding prior to the Merger shall be transformed and converted into 100,000 shares of common capital stock of the Surviving Corporation (the "Shares"). These Shares shall be divided further as follows: the shareholders of PERSONAL RESOURCE MANAGEMENT, INC. shall hold, in the aggregate, 30% of the Shares, and the shareholders of PRO-VISE MANAGEMENT GROUP, INC. shall hold, in the aggregate, 70% of the Shares.

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