

LAW OFFICE OF
PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSELOR AT LAW

FREDERICK T. PEEBLES
1902 - 1982
GREGORY D. GRACY

K54728

Mar 18 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, florida 32314

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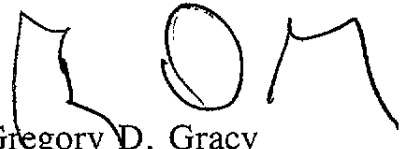
RE: ARTICLES OF MERGER
M&JB INVESTMENT COMPANY, a Florida corporation
M. BRYCE & ASSOCIATES, INC., an Ohio corporation

Dear Secretary of State:

Enclosed are the above-referenced ARTICLES OF MERGER to be filed in your office. Also enclosed is our check in the amount of \$70 as the fee for filing this document.

If anything further is required, please advise.

Very truly yours,


Gregory D. Gracy

GDG:bh

Enclosures

cc: Mr. Milton Bryce

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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GM
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Merger 5-20-98
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ARTICLES OF MERGER
Merger Sheet

MERGING:

M. BRYCE & ASSOCIATES, INC., a Ohio corporation, document #P00254

INTO

M & JB INVESTMENT COMPANY, a Florida corporation, K54728.

File date: May 20, 1998

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
OF
M&JB INVESTMENT COMPANY

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are M&JB INVESTMENT COMPANY and M. BRYCE & ASSOCIATES, INC. M&JB INVESTMENT COMPANY is the surviving corporation.

2. On May 11, 1998, the following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class	Number of Shares
M&JB Investment Company	<u>200</u>	<u>Common</u>	<u>1000</u>
M. Bryce & Associates, Inc.	<u>100</u>	<u>Common</u>	<u>500</u>

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4. As to each of the undersigned corporations the total number of shares voted for and against the plan, respectively and as to any class entitled to vote as a class, the number of shares voted for and against the plan respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
M&JB Investment Company	<u>100%</u>	<u> </u>	<u>Common</u>	<u>100%</u>	<u> </u>
M. Bryce & Associates, Inc.	<u>100%</u>	<u> </u>	<u>Common</u>	<u>100%</u>	<u> </u>

DATED: May 18, 1998

M&JB INVESTMENT COMPANY

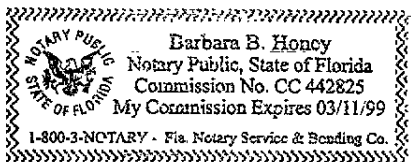
By: *Milton Bryce*
Milton Bryce, Its President

Jean Y. Bryce
Jean Y. Bryce, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of May, 1998, before me, the undersigned authority, by Milton Bryce and Jean Y. Bryce as President and Secretary respectively of M&JB Investment Company, and who have provided drivers licenses as identification.

Barbara B. Honey
Notary Public, State of Florida
My Commission Expires:



M. BRYCE & ASSOCIATES, INC.

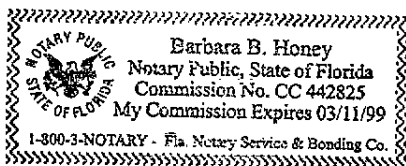
By: *Milton Bryce*
Milton Bryce, Its President

Jean Y. Bryce
Jean Y. Bryce, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18 day of May, 1998, before me, the undersigned authority, by Milton Bryce and Jean Y. Bryce as President and Secretary respectively of M. BRYCE & ASSOCIATES, INC., and who have provided drivers licenses as identification.

Barbara B. Honey
Notary Public, State of Florida
My Commission Expires:



PLAN OF MERGER

Plan of merger dated April 15, 1998, between M&JB INVESTMENT COMPANY, referred to as the surviving corporation, and M. BRYCE & ASSOCIATES, INC., referred to as the absorbed corporation.

STIPULATIONS

A. M. BRYCE & ASSOCIATES, INC. is a corporation organized and existing under the laws of the State of Ohio, with its principal office at 777 Alderman Road, Palm Harbor, Florida 34683.

B. M. BRYCE & ASSOCIATES, INC. has a capitalization of 500 authorized shares of common stock with no par value, of which 100 shares are issued and outstanding.

C. M&JB INVESTMENT COMPANY is a corporation organized and existing under the laws of the State of Florida with its principal office at 3148 Autumn, Palm Harbor, Florida 34683.

D. M&JB INVESTMENT COMPANY has a capitalization of 1,000 shares of authorized common stock with par value of \$1.00 per share, of which 200 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that M. BRYCE & ASSOCIATES, INC. be merged into M&JB INVESTMENT COMPANY pursuant to the provisions of Sections 607.1101 et se. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions with and set forth below, the constituent corporations agree as follows:

SECTION ONE. Merger. M. BRYCE & ASSOCIATES, INC. shall merge with and into M&JB INVESTMENT COMPANY, which shall be the surviving corporation.

SECTION TWO. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE. Conversion of Shares. The manner and basis of converting the

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shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the common stock of M. BRYCE & ASSOCIATES issued and outstanding on the effective date of the merger shall be converted into 1 share of the \$1 par value common stock of M&JB INVESTMENT COMPANY, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock of the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

SECTION FOUR. *Changes in Articles of Incorporation.* The articles of incorporation of the surviving corporation, M&JB INVESTMENT COMPANY, shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE. *Changes in Bylaws.* The bylaws of the surviving corporation, M&JB INVESTMENT COMPANY shall continue to be its bylaws following the effective date of the merger.

SECTION SIX. *Directors and Officers.* The directors and officers of the surviving corporation, M&JB INVESTMENT COMPANY, on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN. *Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effect date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares and take all action necessary or appropriate under the laws of the State of Florida and the State of Ohio to consummate this

merger.

SECTION EIGHT. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Ohio at meetings to be held on or before May 11, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION NINE. Date of Merger. The effective date of this merger shall be June 30, 1998, or the date when articles of merger are filed by the Florida Department of State and a Certificate of Merger is filed by the State of Ohio, whichever is later.

SECTION TEN. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before May 29, 1998; or

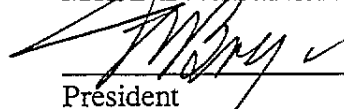
(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the State of Ohio.

SECTION ELEVEN. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

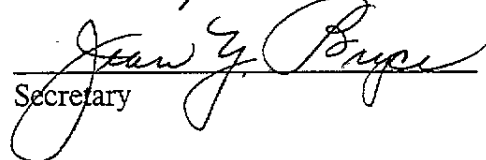
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

[Corporate Seal]
Attest:

M&B INVESTMENT COMPANY

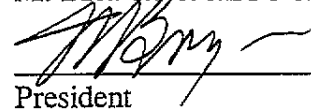


President

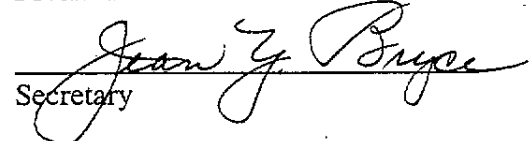


Secretary

M. BRYCE & ASSOCIATES, INC.



President



Secretary

Attest: