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JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.

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Florida Department of State
Division of Corporations
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Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.

Account Number : 076666002140

Phone : (727) 461-1818

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

BROWN BRADENTON, LLC

Certificate of Status	1
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Page Count	01
Estimated Charge	\$86.25

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Statutes.

FIRST: The name and entity type of the *merging* party is as follows:

<u>Name</u>	<u>Entity Type</u>
-------------	--------------------

Brown and Walker Partnership

General Partnership

602338900362

SECOND: The name and entity type of the *surviving* party is as follows:

<u>Name</u>	<u>Entity Type</u>
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Brown Bradenton, LLC

Limited Liability Company

L02-33076

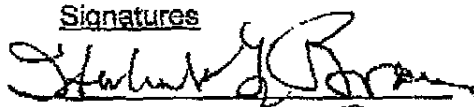
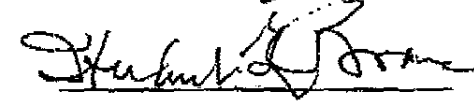
THIRD: The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes and was approved by each party to the merger.

FOURTH: Brown and Walker Partnership, a Florida general partnership, approved such Plan of Merger in accordance with the applicable provisions of Chapter 620 of the Florida Statutes.

FIFTH: Brown Bradenton, LLC, a Florida limited liability company, approved the Plan of Merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

SIXTH: The effective date of this merger shall be the date the Articles of Merger are filed with the State of Florida.

The undersigned entities have executed these Articles of Merger as of DECEMBER 10, 2002.

<u>Name of Entity</u>	<u>Signatures</u>	<u>Name of Individual</u>
Brown and Walker Partnership		Herbert G. Brown, a General Partner
Brown Bradenton, LLC		Herbert G. Brown, a Manager

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#278710 v1 - BROWN AND WALKER - Articles of Merger

Prepared by:

Bruce H. Bokor, Esq.

Johnson, Blakely, Pope, Bokor,

Ruppel & Burns, P.A.

911 Chestnut Street

Clearwater, Florida 33756

Florida Bar No. 0150340

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PLAN OF MERGER

The following plan of merger has been adopted and approved by each party to the merger and is being submitted in accordance with the laws of the State of Florida

FIRST: The name and jurisdiction of each *merging* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Brown and Walker Partnership	Florida

SECOND: The name and jurisdiction of the *surviving* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Brown Bradenton, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

Each partner owning an interest in the *merging* party shall exchange his, her or its ownership interest in such *merging* party for an equal percentage of membership interest in the *surviving* party. No cash or other property shall be exchanged in such merger except as provided in the prior sentence.

FOURTH: The limited liability company is the surviving entity, is to be managed by two managers, and the names and addresses of the managers are as follows:

Herbert G. Brown	17757 U.S. Hwy. 19 N., Suite 325 Clearwater, FL 33764
Jared D. Brown	17757 U.S. Hwy. 19 N., Suite 325 Clearwater, FL 33764

FIFTH: The effective date of this merger shall be the date that the Articles of Merger have been filed with the State of Florida.

IN WITNESS WHEREOF, the undersigned entities have executed this Plan of Merger as of the date indicated.

WITNESSES:

Cayce M. Tammell
Melissa M. Baxter

BROWN BRADENTON, LLC

By: [Signature]
Jared D. Brown, a Manager

Date: 12-10-2002

12-10-02 05:00pm From-JOHNSON, BLAKELY

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James M. Farrell
Herb Brown

BROWN AND WALKER PARTNERSHIP

By: *Herbert G. Brown*
Herbert G. Brown,
a General Partner

Date: *12-10-2002*

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BROWN AND WALKER PARTNERSHIP, a Florida entity, G02338900362

INTO

BROWN BRADENTON, LLC, a Florida entity, L02000033076

File date: December 10, 2002

Corporate Specialist: Tammi Cline