

DEC-31-02 TUE 00:52 AM BROAD AND CASSEL

FAX NO. 561 483 7000

Division

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

Effective Date -
12-31-02

MERGER OR SHARE EXCHANGE

NOBLETT & ASSOCIATES, LLC

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$87.50 |

\$60.00

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ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED
DATE 02-28-02 BY SP5/EFJ/STW/DAK

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ARTICLES OF MERGER
Merger Sheet

MERGING:

NOBLETT & ASSOCIATES, INC., A FLORIDA ENTITY, P93000011672

into

NOBLETT & ASSOCIATES, LLC, a Florida entity L02000034589

File date: December 31, 2002 , effective December 31, 2002

Corporate Specialist: Trevor Brumbley

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CLERK, CLERK OF COURT
TALLAHASSEE, FLORIDA

Fax Audit Number: H02000242599 7**ARTICLES OF MERGER**

of

NOBLETT & ASSOCIATES, INC.

a Florida corporation

and

NOBLETT & ASSOCIATES, LLC

a Florida limited liability company

Pursuant to the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are **NOBLETT & ASSOCIATES, INC.** (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, the existence of which will cease, and **NOBLETT & ASSOCIATES, LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, and which shall be the surviving entity.

2. The Agreement and Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A".

3. The Agreement and Plan of Merger was approved and adopted by (i) the Board of Directors and Shareholders of the Disappearing Corporation, and (ii) the Manager and Members of the Surviving Entity, by written consents dated as of December 30th, 2002.

4. The Surviving Entity will continue to exist under the name "**NOBLETT & ASSOCIATES, LLC**" pursuant to the provisions of the laws of the State of Florida.

5. The effective date of the merger shall be December 31, 2002.

(Signatures appear on the following page)

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DEC-31-02 TUE 09:53 AM BROAD AND CASSEL

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P. 03

Fax Audit Number: H02000242599 7

(Signature page to Articles of Merger)

DISAPPEARING ENTITY:

NOBLETT & ASSOCIATES, INC.,
a Florida corporation

By: 

Paul W. Noblett, Jr., President

SURVIVING ENTITY:

NOBLETT & ASSOCIATES, LLC,
a Florida limited liability company

By: 

Paul W. Noblett, Jr., Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number: H02000242599 7
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**AGREEMENT AND PLAN OF MERGER
OF
NOBLETT & ASSOCIATES, INC.
a Florida corporation
and
NOBLETT & ASSOCIATES, LLC
a Florida limited liability company**

THIS AGREEMENT AND PLAN OF MERGER by and between **NOBLETT & ASSOCIATES, INC.** (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, and **NOBLETT & ASSOCIATES, LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporation and the manager and members of said limited liability company:

WITNESSETH:

WHEREAS, the Disappearing Entity is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Directors and Shareholders of the Disappearing Entity and the Manager and the Members of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the Shareholders and Members of both entities; and

WHEREAS, the Directors and Shareholders of the Disappearing Entity and the Manager and the Members of the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree to as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act shall be duly executed by the appropriate officers of the Disappearing Entity and the Manager of the Surviving Entity, and shall be filed with the Florida Department of State.

3. The Surviving Entity shall continue its existence under the name of "NOBLETT & ASSOCIATES, LLC" pursuant to the provisions of the Florida Limited Liability Company Act.

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DEC-31-02 TUE 09:54 AM BROAD AND CASSEL

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EXHIBIT "A"

Agreement and Plan of Merger

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4. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Upon the effective date of the Articles of Merger, the issued and outstanding shares of capital stock of the Disappearing Entity shall be canceled and retired and cease to exist, and in exchange therefor the shareholders shall receive membership interests in the Surviving Entity, with each shareholder of the Disappearing Entity to receive the same percentage ownership interest in the Surviving Entity as such shareholder's ownership percentage of the issued and outstanding shares of capital stock of the Disappearing Entity immediately prior to the merger. The presently issued and outstanding membership interests of the Surviving Entity shall not, as a result of the merger, be converted or exchanged in any manner nor shall any consideration be paid therefor.

6. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

7. The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

8. The Manager of the Surviving Entity upon the effective date of the merger shall continue to be the Manager of the Surviving Entity.

9. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the Disappearing Entity and the Manager of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

11. This Agreement and Plan of Merger may be amended with the approval of the Board of Directors of the Disappearing Entity and the Manager of the Surviving Entity at any time prior to the filing of Articles of Merger with the Florida Department of State; provided that any amendment made subsequent to the adoption of this Agreement and Plan of Merger by the Shareholders of the Disappearing Entity or the Members of the Surviving Entity shall not (a) alter or change any term of the Articles of Organization or Operating Agreement of the Surviving Entity or (b) alter or change any of the terms and conditions of this Agreement and Plan of Merger if such alteration or change would adversely affect the holders of membership interests of the Surviving Entity or the holders of capital stock of the Disappearing Entity.

12. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

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13. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

14. The name and business address of the Manager of the Surviving Entity is Paul W. Noblett, Jr., 214 SE 13th Street, Ft. Lauderdale, Florida 33316.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the date first above written.

This Agreement and Plan of Merger is effective as of December 31, 2002.

NOBLETT & ASSOCIATES, INC.,
a Florida corporation

By: 

Paul W. Noblett, Jr., President

NORLETT & ASSOCIATES, L.L.C.,
a Florida limited liability company

By: 

Paul W. Noblett, Jr., Manager

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