

L03000040733

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Sp
07/13/04

THE ROBERTSON GROUP

PETER A. ROBERTSON*
DAVID L. WORTHY**
JEFFREY L. PRICE
DON NIESEN

Construction Law • Trial Practice

MICHAEL F. BLAKEY
T.J. FRASIER*
JOHN D. CAMPO
KRISTIN M. DAVIS

* BOARD CERTIFIED CIVIL TRIAL
** ADMITTED TO GEORGIA BAR

*BOARD CERTIFIED BUSINESS BANKRUPTCY

July 7, 2004

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

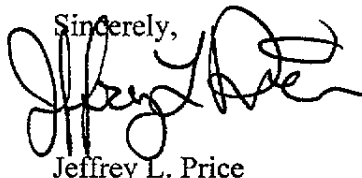
RE: Peter A. Robertson & Assoc., P.A./ Robertson Group, P.L.; Articles of Merger and Plan of Merger

Dear Sir/Madame:

Please find attached Articles of Merger and Plan of Merger, which will effectively merge Peter A. Robertson & Associates, P.A. with our existing Robertson Group, P.L. Date effective will be the date of receipt of these documents by the Florida Division of Corporations.

If you have any questions or concerns regarding the above, please do not hesitate to contact me.

Sincerely,



Jeffrey L. Price

JLP/dhc

Attachments: Original Articles of Merger
Original Plan of Merger
Check No. 10733/\$60.00

cc: Mr. Paul Haven
Florida Bank

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. Peter A. Robertson & Assoc., P.A.</u> <u>5216 S.W. 91st Drive</u> <u>Gainesville, Florida 32608</u>	<u>Florida</u>	<u>Corporation</u>

Florida Document/Registration Number: P95000076176 FEI Number: 59-3339281

<u>2. Robertson Group, P.L.</u> <u>5216 S.W. 91st Drive</u> <u>Gainesville, Florida 32608</u>	<u>Florida</u>	<u>LLC- Prof.</u>
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Florida Document/Registration Number: L03000040733 FEI Number: 20-0330566

<u>3.</u>		

Florida Document/Registration Number: _____ FEI Number: _____

<u>4.</u>		

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(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Robertson Group, P.L.</u>	<u>Florida</u>	<u>LLC-Prof.</u>
_____	_____	_____
_____	_____	_____

Florida Document/Registration Number: L03000040733 FEI Number: 20-0330566

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

Date of Filing

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Peter A. Robertson & Assoc., P.A.

Peter A. Robertson

Robertson Group, P.L.

Peter A. Robertson

Don Niesen

David L. Worthy

Jeffrey L. Price

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Peter A. Robertson & Assoc., P.A.	Florida
Robertson Group, P.L.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Robertson Group, P.L.	Florida

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

As per the purchase/merger agreement on file at the corporate headquarters of the surviving party.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Conversion shall be on a one to one basis.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Conversion rights shall be as per Florida Statute, as modified by the By-Laws and Operating Agreement of the surviving party.

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(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Jeffrey L. Price, managing member, 5216 S.W. 91st Drive,
Gainesville, Florida 32608

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)