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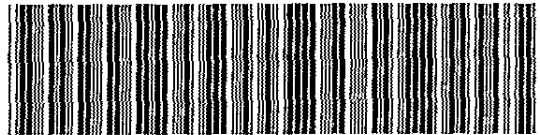
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
3-31-04



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PALM BEACH, FL 33480

PLEASE REPLY TO:
PALM BEACH GARDENS

March 30, 2004

Via FedEx

The Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger: ACIC, LLC, a Florida
limited liability company

Dear Sir or Madam:

Enclosed for filing are the Articles of Merger, Agreement of Merger and Plan of Merger on behalf of ACIC, LLC, a Florida limited liability company, and a check in the amount of \$60.00 to cover the filing fee for same.

Thank you for your assistance in this matter, and if you have any questions, please contact me at the toll free number shown in this letterhead.

Very truly yours,

Alan H. Baseman, Esq.

AHB:llk
Encls.

cc: Vaden S. Pitts
Frank A. Ferraro, CPA

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04 MAR 31 2004
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, 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>
1. ACIC, Inc. 3209 SE Braemar Way Port Saint Lucie, FL 34952 Florida Document/Registration Number: P00000116498	Florida	Business Corporation

FEI Number: 59-3687036

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>
1. ACIC, LLC 3209 SE Braemar Way Port Saint Lucie, FL 34952 Florida Document/Registration Number:	Florida	Limited Liability Company

FEI Number: 20-0872681

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

FOURTH: The attached Plan of Merger was approved by the Board of Directors of the merging corporation on March 18, 2004 and Shareholder approval was not required.

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

SIXTH: The merger shall become effective as of March 31, 2004 at 11:59 PM.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
ACIC, Inc.	By: <u><i>Vaden S. Pitts</i></u>	Vaden S. Pitts, President
ACIC, LLC	By: <u><i>Vaden S. Pitts</i></u>	Vaden S. Pitts, Managing Member

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TALLAHASSEE, FLORIDA

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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 and 608.4381, is being submitted in accordance with section(s) 607.1108 and 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
ACIC, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
ACIC, LLC	Florida

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

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

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:

(a) Each One Thousand shares of non-voting Class A Common Stock, of a par value of One Cent (\$0.01) per share, issued and outstanding at the Effective Time of the merger shall be converted into a one percent (1%) Class A Member Percentage Interest in the Surviving Party and each One Thousand shares of voting Class B Common Stock, of a par value of One Cent (\$0.01) per share, issued and outstanding on the effective date of the merger shall be converted into a one percent (1%) Class B Member Percentage Interest in the Surviving Party.

(b) The conversion shall be effected as follows: After the Effective Time of the merger, each holder of certificates for shares of common stock in the Merging Party shall surrender them to the Surviving Party or its duly appointed agent, in such manner as the Surviving Party shall legally require. On receipt of such share certificates, the Surviving Party shall issue and exchange therefor a percentage ownership interest in the Surviving Party, representing the percentage ownership interest to which such holder is entitled as provided above.

- 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:

N/A

FIFTH: Other provisions, if any, relating to the merger.

- A. *Changes in Articles of Organization.* The articles of organization of the surviving party shall continue to be its articles of organization following the effective date of the merger.
- B. *Changes in Operating Agreement.* The operating agreement of the surviving party shall continue to be its operating agreement following the effective date of the merger.
- C. *Managers.* Managers, if any, of the surviving party on the effective date of the merger shall continue as the managers of the surviving party for their full unexpired terms and until their successors have been elected or appointed and qualified.
- D. *Prohibited Transactions.* Neither of the parties shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.
- E. *Approval by Shareholders and Managing Members.* This plan of merger shall be submitted for the approval of the shareholders and managing members of the parties in the manner provided by the applicable laws of the State of Florida.
- F. *Effective Time of Merger.* The Effective Time of this merger shall be 11:59 PM, March 31, 2004.

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TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER

THIS AGREEMENT is entered into as of the 18th day of March, 2004, by and between ACIC, Inc., a Florida corporation, and ACIC, LLC, a Florida limited liability company, hereinafter collectively referred to as "Merging Parties".

RECITALS

A. The respective Boards of Directors and Managing Members of the Merging Parties deem it advisable that ACIC, Inc. (the "Merging Party") be merged into ACIC, LLC (the "Surviving Party"), pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act.

B. The respective Board of Directors and Managing Members of the Merging Parties have agreed that no changes or amendments shall be made to the Articles of Organization or the Operating Agreement of the Surviving Party.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, and other valid consideration the receipt and sufficiency of which is hereby acknowledged by the parties, the Merging Parties hereby agree to merge in accordance with the terms and conditions hereinbelow set forth.

1. *Agreement to Merge.*

The Merging Parties hereby agree that the Merging Party shall be merged into the Surviving Party at 11:59 PM, March 31, 2004 (the "Effective Time").

2. *Name of Surviving Party.*

The name of the Surviving Party shall be ACIC, LLC.

3. *Principal Office of Surviving Party.*

The principal office of the Surviving Party shall be located at the following address: 3209 SE Braemar Way, Port Saint Lucie, FL 34952.

4. *Purposes of Surviving Party.*

The purposes of the Surviving Party are to engage in any lawful acts or activities for which such limited liability companies may be formed under Chapter 608 of the Florida Statutes.

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11:10:47

5. *Managers of Surviving Party.*

The managers, if any, of the Surviving Party at the effective time of the merger shall serve in such capacity for their full unexpired terms and until their successors shall be elected or appointed and qualified. Subsequently, all managers shall be elected or appointed in the manner set forth in the Articles of Organization or Operating Agreement of the Surviving Party.

6. *Registered Agent of Surviving Party.*

The individual hereinafter named shall be the registered agent for the Surviving Party, at the address hereinbelow set forth, upon whom process, notices and demands against the Merging Parties may be served.

Vaden S. Pitts
3209 SE Braemar Way
Port Saint Lucie, FL 34952

7. *Assets of Merging Party.*

After the Effective Time, all property, real, personal and mixed and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the Merging Party shall be deemed to be transferred, conveyed to and vested in the Surviving Party without further act or deed and the title to or any interest in any real estate vested in such Surviving Party shall not revert or be in any way impaired by reason of such merger.

8. *Liabilities of Merging Party.*

After the Effective Time, the Surviving Party shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Merging Party and any claim existing, or action or proceeding pending by or against the Merging Party may be prosecuted as if such merger had not taken place or the Surviving Party may be substituted in its place.

9. *Articles of Organization of Surviving Party.*

The Articles of Organization of the Surviving Party shall not be amended and shall continue to be the Articles of Organization of the Surviving Party in its present form and content.

10. *Operating Agreement of Surviving Party.*

Except as otherwise provided herein, the Operating Agreement of the Surviving Party shall continue in its present form and content to be the Operating Agreement of the Surviving Party.

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TALLAHASSEE, FLORIDA

11. *Effective Date of Agreement.*

This Agreement shall become effective as of March 18, 2004.

12. *Conversion of Shares.*

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:

(a) Each One Thousand shares of non-voting Class A Common Stock, of a par value of One Cent (\$0.01) per share, issued and outstanding at the Effective Time of the merger shall be converted into a one percent (1%) Class A Member Percentage Interest in the Surviving Party and each One Thousand shares of voting Class B Common Stock, of a par value of One Cent (\$0.01) per share, issued and outstanding at the Effective Time of the merger shall be converted into a one percent (1%) Class B Member Percentage Interest in the Surviving Party.

(b) The conversion shall be effected as follows: After the Effective Time of the merger, each holder of certificates for shares of common stock in the Merging Party shall surrender them to the Surviving Party or its duly appointed agent, in such manner as the Surviving Party shall legally require. On receipt of such share certificates, the Surviving Party shall issue and exchange therefor a percentage ownership interest in the Surviving Party, representing the percentage ownership interest to which such holder is entitled as provided above.

13. *Prohibited Transactions.*

Neither of the parties shall, prior to the Effective Time, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

14. *Approval By Shareholders and Managing Members.*

This Agreement and the Plan of Merger shall be submitted for the approval of the Shareholders and Managing Members of the parties in the manner provided by the applicable laws of the State of Florida.

15. *Employees of Merging Party.*

All employees and staff of the Merging Party shall continue to be employed by the Surviving Party.

16. *Management and Decisions by Managing Members of Surviving Party.*

Following the Effective Time, all decisions shall be made by the Managing Member(s) of the Surviving Party.

IN WITNESS WHEREOF, the Merging Parties have caused their respective names to be signed hereto by their respective representatives, thereunto duly authorized by the respective Board of Directors and Managing Members thereof, the day and year first above written.

Signed in the Presence of:

ACIC, LLC
Surviving Party

Barbara Getz
Print Name: Barbara Getz

Print Name: _____

As to Surviving Party

By: Vaden S. Pitts
Vaden S. Pitts, Managing Member

3209 SE Braemar Way
Port St. Lucie, FL 34952

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04 MAR 31 4:10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACIC, INC.
Merging Party

Barbara Getz
Print Name: Barbara Getz

Print Name: _____

As to Merging Party

By: Vaden S. Pitts
Vaden S. Pitts, President