

Division of Corporations

Page 1 of 1

# L04000045560

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Account Number : 072731001155  
Phone : (813)253-2020  
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**MERGER OR SHARE EXCHANGE****PECU INSURANCE AGENCY, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$96.25

\$105.00

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**ARTICLES OF MERGER**  
**MERGING PECU INSURANCE AGENCY, INC.,**  
**INTO PECU INSURANCE AGENCY, LLC**

Pursuant to Sections 607.1109 and 608.4382 of the Florida Statutes, PECU Insurance Agency, Inc., hereby delivers these Articles of Merger for the purpose of merging PECU Insurance Agency, Inc., into PECU Insurance Agency, LLC, a Florida limited liability company (the "Merger").

1. A copy of the Plan of Merger (the "Plan") is attached as Exhibit A to these Articles of Merger.
2. The Plan was approved by PECU Insurance Agency, Inc., in accordance with the applicable provisions of Chapter 607 of the Florida Statutes. *227637*
3. The Plan was approved by PECU Insurance Agency, LLC, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes. *LO4-45560*

PECU INSURANCE AGENCY, INC.,  
a Florida corporation

PECU INSURANCE AGENCY, LLC,  
a Florida limited liability company

By: *Stephen F. Maddox*  
Stephen F. Maddox, President Date

By: *Stephen F. Maddox*  
Stephen F. Maddox, President Date

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## PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by PECU INSURANCE AGENCY, INC., a Florida corporation, and PECU INSURANCE AGENCY, LLC, a Florida limited liability company, for the purpose of merging PECU Insurance Agency, Inc., into PECU Insurance Agency, LLC, in accordance with the provisions of Sections 607.1108 and 608.438 of the Florida Statutes. PECU Insurance Agency, LLC, is sometimes referred to herein as the "Surviving Entity".

1. Merger. PECU Insurance Agency, Inc., will be merged with and into PECU Insurance Agency, LLC, pursuant to and in accordance with Sections 607.1108 and 608.438 of the Florida Statutes (the "Merger"). As a result of the Merger, the separate existence of PECU Insurance Agency, Inc., will cease, and PECU Insurance Agency, LLC, as the Surviving Entity, will be fully vested in the rights, privileges and assets of PECU Insurance Agency, Inc., and will be responsible for the debts, liabilities and obligations of PECU Insurance Agency, Inc.
2. Treatment of Ownership Interests. Each membership interest in PECU Insurance Agency, LLC, issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each share of stock of PECU Insurance Agency, Inc., issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.
3. Management of Surviving Entity. Management of the Surviving Entity shall be vested in its Managers. The names and business addresses of the Managers of the Surviving Entity are set forth below:

Joseph F. David  
3005 Highway 92 W  
Lakeland, Florida 33815

Robert Bregler  
3005 Highway 92 W  
Lakeland, Florida 33815

Stephen F. Maddox  
610 Lone Palm Drive  
Lakeland, Florida 33815

PECU INSURANCE AGENCY, INC.,  
a Florida corporation

PECU INSURANCE AGENCY, LLC,  
a Florida limited liability company

By:  6/23/04  
Stephen F. Maddox, President Date

By:  6/23/04  
Stephen F. Maddox, President Date

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