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STEARNS WEAVER MILLER

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MERGER OR SHARE EXCHANGE

POE INSURANCE MANAGERS, LLC

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Page Count	05
Estimated Charge	\$96.25

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STEARNS WEAVER MILLER

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ARTICLES OF MERGER

OF

POE INSURANCE MANAGERS, INC.

096-41305

WITH AND INTO

POE INSURANCE MANAGERS, LLC

L05-111804

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act and Section 607.1109 of the Florida Business Corporation Act, the undersigned Poe Insurance Managers, LLC, a Florida limited liability company ("PIM LLC"), and Poe Insurance Managers, Inc., a Florida corporation ("PIM Corp."), adopt the following Articles of Merger.

FIRST: The name, street address of its principal office, jurisdiction and entity type of the merging party are Poe Insurance Managers, Inc., a Florida corporation, 302 Knights Run Avenue, Suite 700, Tampa, Florida 33602, Florida Document No. P96000041305.

SECOND: The name, street address of its principal office, jurisdiction and entity type of the surviving party are Poe Insurance Managers, LLC, a Florida limited liability company, 302 Knights Run Avenue, Suite 700, Tampa, Florida 33602, Florida Document No. L05000111804.

THIRD: The attached Agreement and Plan of Merger meets the requirements of Sections 608.438 and 607.1108, Florida Statutes, and was approved by the sole member of PIM LLC and the sole shareholder and Board of Directors of PIM Corp.

FOURTH: This merger shall become effective upon the acceptance and filing of these Articles of Merger with the Florida Department of State.

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IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 16th day of November, 2005 in accordance with the respective laws of the State of Florida.

POE INSURANCE MANAGERS, LLC, a
Florida limited liability company

By: [Signature]
Name: James E. Wurdeman
Title: CEO

POE INSURANCE MANAGERS, INC., a
Florida corporation

By: [Signature]
Name: James E. Wurdeman
Title: CEO

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made and entered into this 18 day of November, 2005 by and between Poe Insurance Managers, Inc., a Florida corporation (hereinafter referred to as "PIM Corp."), and Poe Insurance Managers, LLC, a Florida limited liability company (herein after referred to as "PIM LLC" or as the "Surviving Entity").

WITNESSETH:

WHEREAS, PIM Corp. is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, PIM LLC is a limited liability company duly organized and existing under and by virtue of the laws of the state of Florida; and

WHEREAS, pursuant to the duly authorized action of the sole Member of PIM LLC and the Board of Directors of PIM Corp., as applicable, PIM Corp. and PIM LLC have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement in accordance with Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act.

NOW THEREFORE, in consideration of the mutual premises herein contained, PIM Corp. and PIM LLC hereby agree as follows:

1. **MERGER.** PIM Corp. and PIM LLC agree that PIM Corp. shall merge with and into PIM LLC, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that PIM LLC shall continue under the laws of the State of Florida as the surviving entity.
2. **SURVIVING ENTITY.** On and after the effective date of the Merger, (a) PIM LLC shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such Surviving Entity as are provided by the Florida Limited Liability Company Act, and (b) PIM Corp. shall cease to exist, and its property shall become the property of PIM LLC as the Surviving Entity. The sole member of the Surviving Entity is Poe Financial Group, Inc, a Florida corporation, with a principal business address at 302 Knights Run Avenue, Suite 700, Tampa, Florida 33602. The name and address of the sole managing member is Poe Financial Group, Inc., 302 Knights Run Avenue, Suite 700, Tampa, FL 33602.

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3. TERMS AND CONDITIONS OF MERGER.

a. Operating Agreement. The Operating Agreement of PIM LLC shall continue as the Operating Agreement of the Surviving Entity.

b. PIM LLC Membership Interests. The membership interest of the sole member of PIM LLC shall continue to be the membership interests of the Surviving Entity.

c. Cancellation of PIM Corp.'s Shares. Upon the Effective Date of the Merger, each share of PIM Corp.'s capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

d. Approval. The Merger contemplated by this Agreement has been approved by the sole shareholder and Board of Directors of PIM Corp. and sole member of PIM LLC. Subsequent to the execution of this Agreement the authorized signatories of PIM Corp. and PIM LLC are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

e. Effective Date of Merger. The Merger shall be effective upon the filing and acceptance of Articles of Merger relating to the merger with the Florida Department of State.

4. MISCELLANEOUS.

a. Governing Law. This Agreement shall be construed in accordance with the laws of the State of Florida.

b. No Third Party Beneficiaries. The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the sole member of PIM LLC and the sole shareholder of PIM Corp., and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

c. Complete Agreement. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modifications.

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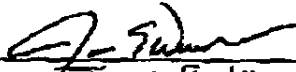
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IN WITNESS WHEREOF, PIM Corp. and PIM LLC have caused this Agreement to be executed as of the day and year first above written.

POE INSURANCE MANAGERS, LLC, a
Florida limited liability company

By: 
Name: James E. Wudeman
Title: CEO

POE INSURANCE MANAGERS, INC., a
Florida corporation

By: 
Name: James E. Wudeman
Title: CEO

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