

**LO5000111808**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000268673 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0380

From: Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
Phone : (305)789-3200  
Fax Number : (305)789-3395

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 NOV 18 PM 12:13

RECEIVED

05 NOV 21 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MARIAH CLAIMS SERVICES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

Electronic Filing Menu

Corporate Filing

Public Access Help

*Jackie Gerstefeld*  
UNAUTHORIZED PERSON BY PHONE TO

CORRECT  
-n/a mgr/ingrm  
DATE 11/21/05  
FOR EXAM *alt*

FF \$60  
CC 30

H05000268673 3

**ARTICLES OF MERGER**

**OF**

**MARIAH CLAIMS SERVICES, INC.**

097-46175

**WITH AND INTO**

**MARIAH CLAIMS SERVICES, LLC**

L05-111808

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 Mariah Claims Services, LLC, a Florida limited liability company ("MCS LLC"), and Mariah Claims Services, Inc., a Florida corporation ("MCS 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 Mariah Claims Services, Inc., a Florida corporation, 302 Knights Run Avenue, Suite 700, Tampa, Florida 33602, Florida Document No. P97000046175.

**SECOND:** The name, street address of its principal office, jurisdiction and entity type of the surviving party are Mariah Claims Services, LLC, a Florida limited liability company, 302 Knights Run Avenue, Suite 700, Tampa, Florida 33602, Florida Document No. L05000111808.

**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 MCS LLC and the sole shareholder and Board of Directors of MCS Corp.

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

H05000268673 3

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 NOV 18 PM 12:13

H05000268673 3

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 18th day of November, 2005 in accordance with the respective laws of the State of Florida.

MARIAH CLAIMS SERVICES, LLC, a  
Florida limited liability company

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

MARIAH CLAIMS SERVICES, INC., a  
Florida corporation

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

HW-CO36100000MARIAHAOM.doc

H05000268673 3

H05000268673 3

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 NOV 18 PM 12:14**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made and entered into this 14th day of November, 2005 by and between Mariah Claims Services, Inc., a Florida corporation (hereinafter referred to as "MCS Corp."), and Mariah Claims Services, LLC, a Florida limited liability company (herein after referred to as "MCS LLC" or as the "Surviving Entity").

**WITNESSETH:**

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

WHEREAS, MCS 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 MCS LLC and the Board of Directors of MCS Corp., as applicable, MCS Corp. and MCS 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, MCS Corp. and MCS LLC hereby agree as follows:

1. **MERGER.** MCS Corp. and MCS LLC agree that MCS Corp. shall merge with and into MCS LLC, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that MCS 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) MCS 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) MCS Corp. shall cease to exist, and its property shall become the property of MCS 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.

H05000268673 3

H05000268673 3

## 3. TERMS AND CONDITIONS OF MERGER.

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

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

c. Cancellation of MCS Corp.'s Shares. Upon the Effective Date of the Merger, each share of MCS 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 MCS Corp. and sole member of MCS LLC. Subsequent to the execution of this Agreement the authorized signatories of MCS Corp. and MCS 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 MCS LLC and the sole shareholder of MCS 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.

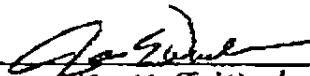
c. Complete Agreement. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said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

H05000268673 3

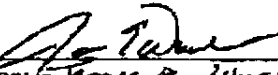
H05000268673 3

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

MARIAH CLAIMS SERVICES, LLC, a  
Florida limited liability company

By:   
Name: James E. Wurdeman  
Title: CEO

MARIAH CLAIMS SERVICES, INC., a  
Florida corporation

By:   
Name: James E. Wurdeman  
Title: CEO

\\W-C03610000\MARIAH\AEP-MERG.doc

H05000268673 3