

L18296

STEVEN E. LEE, ESQ.

Gainey Ranch Corporate Center
8777 N. Gainey Center Drive, Suite 175
Scottsdale, Arizona 85258
Tel. (602) 922-7148
Fax (602) 922-7255

500002036345--8
-12/24/96--01033--001
*****35.00 *****35.00

December 16, 1996

VIA U.S. Mail

Florida Corporation Commission
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Merger of Bill Johnson Insurance Agency, Inc.,
a domestic corporation, and Bill Johnson Insurance Agency, Inc.,
a Florida corporation

700002139787--5
-04/10/97--01104--002
*****35.00 *****35.00

Dear Sirs:

Please file the enclosed Articles of Merger of the Bill Johnson Insurance Agency, Inc., a domestic corporation, and Bill Johnson Insurance Agency, Inc., a Florida corporation.

I have enclosed a check for \$35.00 to cover the filing costs. Please return a copy of the filed Articles of Merger to me at the above address. I have enclosed an extra copy for that purpose.

Please call with any questions. Thank you.

Sincerely,

#70 CF

Steven E. Lee /ajc
Steven E. Lee

SEL/ajc
Enclosures
n:\trans\lee\letters\johnson.ldr

Merger

VS APR 10 1997

L18296

ARTICLES OF MERGER
Merger Sheet

MERGING:

BILL JOHNSON INSURANCE AGENCY, INC., a Florida corporation, L18296

INTO

BILL JOHNSON INSURANCE AGENCY, INC., an Arizona corporation not
qualified in Florida.

File date: April 7, 1997

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 7, 1997

STEVEN E. LEE
GAINEY RANCY CORPORATE CENTER
8777 N. GAINEY CENTER DR., STE. 175
SCOTTSDALE, AZ 85258

SUBJECT: BILL JOHNSON INSURANCE AGENCY, INC.
Ref. Number: L18296

We have received your document for BILL JOHNSON INSURANCE AGENCY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

There is a balance due of \$35.00.

Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a copy of chapter 607, Florida Statutes. Please refer to section 607.1101 through 607.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 597A00000791

*Rec'd 4/8
DOS*

STEVEN E. LEE, ESQ.

4633 N. 42nd Place
Phoenix, Arizona 85018
Tel. (602) 468-1063

April 7, 1997

Ms. Velma Shepard
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bill Johnson Insurance Agency, Inc.

Dear Velma:

Pursuant to our telephone conversation last week, enclosed is your letter to me dated January 7, 1997 along with the plan of merger and a check in the amount of \$35.00.

If you have any questions or need any additional information, please call me at (602) 468-1063. Thank you.

Sincerely,


Steven E. Lee

SEL
Enclosures

STATE OF ARIZONA
ARTICLES OF MERGER
OF

Bill Johnson Insurance Agency, Inc.,
a domestic corporation, and
Bill Johnson Insurance Agency, Inc.,
a Florida corporation

FILED
97 APR -7 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THESE ARTICLES OF MERGER are delivered to the Arizona Corporation Commission for filing pursuant to Section 10-1105, Arizona Business Corporation Act, by the above named corporations, to be effective as of October 1, 1996, at 12:01 A.M.

FIRST: A Plan of Merger was approved by the Shareholders of each corporation named above.

SECOND: The name and address of the surviving corporation is as follows:

Bill Johnson Insurance Agency, Inc.
14658 N. Del Webb Boulevard
Sun City, Arizona 85351

THIRD: The name and address of the statutory agent for the surviving corporation is as follows:

Douglas E. Thomas
3800 N. Central Avenue, Suite 720
Phoenix, Arizona 85012

FOURTH: As to each such corporation, the number of shares outstanding shares of each class and series entitled to vote as a class or series on such Plan are as follows:

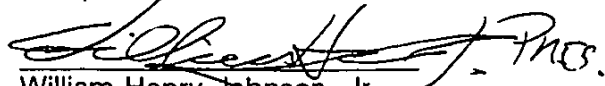
<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>DESIGNATION OF CLASS OR SERIES</u>	<u>NUMBER OF SHARES</u>
Bill Johnson Insurance Agency, Inc.	100	Common	100
Bill Johnson Insurance Agency, Inc.	100	Common	100

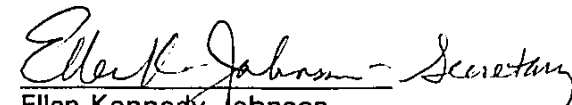
FIFTH: As to each such corporation, the total number of shares voted for and against such Plan, respectively, and, as to each class or series entitled to vote thereon as a class or series, the total number of shares of each such class or series voted for an against such Plan, respectively, are as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>	<u>CLASS OR SERIES</u>	<u>VOTED FOR</u>	<u>VOTED AGAINST</u>
Bill Johnson Insurance Agency, Inc.	100	0	Common	100	-0-
Bill Johnson Insurance Agency, Inc.	100	0	Common	100	-0-


DATED: Dec. 12th, 1996.

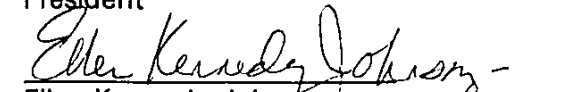
Bill Johnson Insurance Agency, Inc., an
Arizona corporation

By:  Pres.
William Henry Johnson, Jr.
President

By:  Secretary
Ellen Kennedy Johnson
Secretary

Bill Johnson Insurance Agency, Inc., a
Florida corporation

By:  Pres.
William Henry Johnson, Jr.
President

By:  Secretary
Ellen Kennedy Johnson
Secretary

RECEIVE

NOV 26 1996

PLAN OF MERGER

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

THIS AGREEMENT, effective as of 10-01-96, 1996, at 12:01 A.M., by and between Bill Johnson Insurance Agency, Inc., an Arizona corporation ("BJA-AZ"), and Bill Johnson Insurance Agency, Inc., a Florida corporation ("BJA-FL"). BJA-AZ and BJA-FL are sometimes collectively referred to as the "Corporations".

WITNESSETH:

WHEREAS, the Board of Directors of the respective Corporations deem it advisable that the Corporations merge and that the properties, businesses, assets and liabilities of the Corporations be combined, with BJA-AZ as the surviving corporation; and

WHEREAS, William Henry Johnson, Jr., who owns all 100 of the issued and outstanding common shares of BJA-AZ, and all 100 of the issued and outstanding common shares of BJA-FL, concur with the Board of Directors of the respective Corporations as to the advisability of said merger.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements and covenants herein contained, the parties hereto do hereby agree as follows:

1. Merger. Upon the merger of BJA-FL with and into BJA-AZ, BJA-AZ shall be the surviving corporation and shall be vested with all of the assets of BJA-FL, including, but not limited to, all real and personal property, equipment, inventory, accounts receivable, furnishings, furniture, contracts, documents, leases, and leasehold interests; and all debts, liabilities, obligations, and duties of BJA-FL shall attach to, and are hereby assumed by, BJA-AZ and may be enforced against BJA-AZ to the same extent as if such debts, liabilities, obligations, and duties had been originally incurred or contracted by BJA-AZ.

2. Shares of BJA-AZ. All of the issued and outstanding shares of BJA-AZ shall, without further action, be deemed shares of the merged corporations. Pursuant to the authority granted to BJA-AZ to issue additional shares of capital stock in said corporation under its Articles of Incorporation originally filed with the Arizona Corporation Commission on August 7, 1996, BJA-AZ shall issue 100 additional shares, such shares of BJA-AZ to be exchanged for shares of BJA-FL in a ratio of One (1) BJA-AZ share to One (1) BJA-FL share.

3. Cancellation of BJA-FL Shares. All authorized and outstanding common shares of BJA-FL, such shares being owned currently in their entirety by William Henry Johnson, Jr., and all rights in respect thereof, shall be cancelled forthwith as of the effective date of the merger. Upon exchange of said shares for common shares of BJA-AZ, as provided in Paragraph 2 above, the certificates

representing such BJA-FL shares shall be surrendered and cancelled.

4. Approval. This Plan of Merger shall be submitted to the Board of Directors and Shareholders of BJA-AZ and BJA-FL, as provided for by applicable laws of the State of Arizona and the State of Florida, and shall be binding upon all parties hereto upon approval and adoption by the Board of Directors and Shareholders of said Corporations. Upon approval of this Plan of Merger, the proper officers of the Corporations shall perform such further acts, and execute and deliver such documents, as may be necessary or proper to effect this merger, including but not limited to, all deeds, bills of sale, and other instruments necessary and desirable in order to more fully vest in and confirm to BJA-AZ all title to and possession of all the property, rights, privileges, and powers, and otherwise to carry out the intent and purposes of this Plan of Merger.

5. Reorganization. the parties hereto acknowledge and agree that the merger shall be deemed to be a tax-free statutory merger of the Corporations under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.


6. Continuation of Business. All parties acknowledge and agree that the business of BJA-FL shall be continued by BJA-AZ.

7. Articles of Incorporation. The Articles of Incorporation of BJA-AZ shall not be amended or modified by this Agreement.

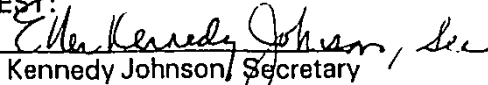
IN WITNESS WHEREOF, the parties hereto or their duly authorized representatives, having represented that they have the authority to do so, have executed this Agreement as of the day, month, and year first above written.

Bill Johnson Insurance Agency, Inc., an
Arizona corporation


By:


William Henry Johnson, Jr.
President

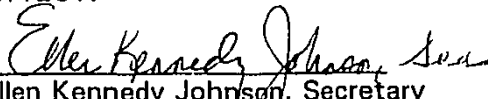
ATTEST:


Ellen Kennedy Johnson, Secretary

Bill Johnson Insurance Agency, Inc.,
a Florida corporation

By: 
William Henry Johnson, Jr.
President

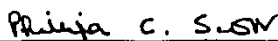
ATTEST:


Ellen Kennedy Johnson, Secretary

STATE OF ARIZONA)
) SS.
County of Maricopa)

On this, the 1st day of OCT, 1996, before me, the undersigned officer, personally appeared William Henry Johnson, Jr. and Ellen Kennedy Johnson, who acknowledged themselves to be the President and Secretary, respectively, of Bill Johnson Insurance Agency, Inc., an Arizona corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument in the capacities thereon stated for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires:

My Commission Expires June 22, 1999

STATE OF ARIZONA)
) SS.
County of Maricopa)

On this, the 1st day of OCTOBER, 1996, before me, the undersigned officer, personally appeared William Henry Johnson, Jr. and Ellen Kennedy Johnson, who acknowledged themselves to be the President and Secretary, respectively, of Bill Johnson Insurance Agency, Inc., a Florida corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument in the capacities thereon stated for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Phyllis C. Sisk
Notary Public

My Commission Expires:

My Commission Expires June 22, 1999