

# L45856

FILED  
02 AUG 13 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ATTORNEYS' TITLE**

Requestor's Name \_\_\_\_\_

660 E. Jefferson St.  
Address

Tallahassee, FL 32301      850-222-2785  
City/St/Zip                      Phone #

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

*merged*

- 1- AMERIPLUS, INC.
- 2- \_\_\_\_\_
- 3- \_\_\_\_\_
- 4- \_\_\_\_\_

- Walk-in       Pick-up time ASAP       Certified Copy
- Mail-out       Will wait       Photocopy       Certificate of Status

RECEIVED  
02 AUG 13 AM 10:18  
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

300007075069 -- 153  
-08/13/02--01011--022  
\*\*\*\*\*78.75 : \*\*\*\*\*78.75\*

Examiner's Initials DR

*8/13/02*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PARKER MERGECO, INC., a Florida corporation G14038

INTO

**AMERIPLUS, INC.**, a Florida entity, L45856

File date: August 13, 2002

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER  
OF  
PARKER MERGECO, INC.  
INTO  
AMERIPLUS, INC.**

**FILED**  
**02 AUG 13 AM 11:55**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging PARKER MERGECO, INC., into AMERIPLUS, INC., which will be the surviving corporation.

1. A Plan and Agreement of Merger ("Plan") was approved by the shareholders and directors of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act on the dates set forth below:

PARKER MERGECO, INC.	August 9, 2002
AMERIPLUS, INC.	August 9, 2002

2. The Plan of Merger, provides for the exchange, classification or cancellation of the issued shares as follows:

The method of carrying into effect the Merger provided in the Plan and Agreement of Merger and the manner and basis of converting the shares of the Constituent Corporations into shares of AMERIPLUS, INC. will be the following. At the effective time of the Merger, all of the outstanding Class A Non-Voting common stock (2,220 shares) and all of the outstanding Class B Voting common stock (500 shares) of PARKER MERGECO, INC. shall be converted into 12,650 shares of \$100.00 par, 5% Non-Cumulative preferred stock of AMERIPLUS, INC. upon the surrender to AMERIPLUS, INC. of all of the stock certificates for the stock of PARKER MERGECO, INC. for cancellation.

3. The merger of the undersigned corporation will become effective on the date on which the Articles of Merger are certified by the Florida Department of State.

4. No changes in the Articles of Incorporation of the surviving corporation are required.

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class, if any, on such Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
PARKER MERGECO, INC.			
Class A Non-Voting Common Stock	2,220	N/A	0
Class B Voting Common Stock	500	N/A	500
AMERIPLUS, INC.			
Class A Non-Voting Common Stock	0	N/A	0
Class B Voting Common Stock	145	N/A	145

6. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and as to each class entitled to vote thereon as a class, if any, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>		<u>Entitled to Vote as Class</u>	
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u> <u>Voted Against</u>
	PARKER MERGECO, INC. Class B Voting Common Stock	500	0	Class B
AMERIPLUS, INC. Class B Voting Common Stock	145	0	Class B	145 0

Dated: August 9, 2002

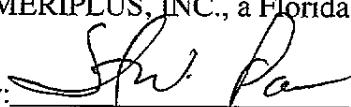
PARKER MERGECO, INC.  
a Florida corporation

By:   
William M. Parker, President

(CORPORATE SEAL)

Dated: August 9, 2002

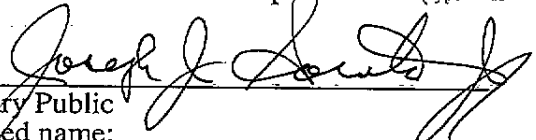
AMERIPLUS, INC., a Florida corporation

By:   
Steven W. Poirier, President

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of August, 2002, by William M. Parker, the President of PARKER MERGECO, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced (type of identification: \_\_\_\_\_) as identification.

  
Notary Public  
Printed name:

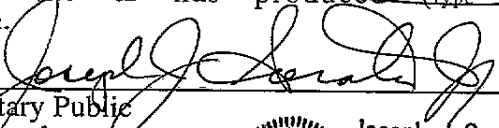
Commission Expires:



Joseph J. Sorota, Jr.  
Commission # CC 779019  
Expires OCT. 15, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of August, 2002, by Steven W. Poirier, the President of AMERIPLUS, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced (type of identification: \_\_\_\_\_) as identification.

  
Notary Public  
Printed name:

Commission Expires:



Joseph J. Sorota, Jr.  
Commission # CC 779019  
Expires OCT. 15, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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