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**MERGER OR SHARE EXCHANGE**

**MCAULEY, WOODS & ASSOCIATES, L.L.C.**

Certificate of Status	1
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**ARTICLES OF MERGER**

Between

**Tri-City Brokerage of the Southeast, L.C.**  
(a Florida limited liability company)

and

**McAuley, Woods & Associates, L.L.C.**  
(a Florida limited liability company)

**THESE ARTICLES OF MERGER** (the "Articles") are made and entered into on this 22nd day of December, 1999, by and between Tri-City Brokerage of the Southeast, L.C., a Florida limited liability company ("Subsidiary"), and McAuley, Woods & Associates, L.L.C., a Florida limited liability company ("Parent").

**WITNESSETH:**

**WHEREAS**, Subsidiary is a corporation duly organized and existing under the laws of the State of Florida located at 1601 Forum Place, Suite 700, West Palm Beach, FL 33401;

**WHEREAS**, Parent is a corporation duly organized and existing under the laws of the State of Florida and located at 1601 Forum Place, Suite 700, West Palm Beach, FL 33401; and

**WHEREAS**, the members of each of the corporations deem it advisable that Subsidiary be merged with and into Parent on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Florida which permit such merger.

**NOW, THEREFORE**, Parent and Subsidiary hereby state as follows:

**ARTICLE I**

Subsidiary shall be merged into Parent in accordance with Section 607.1109, of the Florida Business Corporation Act (the "Act") and Section 608.4382 of the Florida Limited Liability Company Act (the "LLC Act"), and pursuant to the Plan of Merger attached hereto as Exhibit A (the "Plan"), with Parent being the surviving corporation.

**ARTICLE II**

The Plan was approved and adopted by the members of Parent and Subsidiary as of December 22, 1999, in the manner prescribed by Section 607.1109 of the Act and Section 608.4381 of the LLC Act.

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### ARTICLE III

The effective date of the Merger shall be the date of the proper filing of these Articles in accordance with the Act and the LLC Act.

### ARTICLE IV

The surviving entity shall be McAuley, Woods & Associates, L.L.C.

IN WITNESS WHEREOF, Parent and Subsidiary, pursuant to the approval and authority duly given by resolutions adopted by their respective members, have caused these Articles of Merger to be executed by the members of each party hereto, as of the date first set forth above.

#### TRI-CITY BROKERAGE OF THE SOUTHEAST, L.C.

By Its Solo Member:

McAuley, Woods & Associates, L.L.C.

By: Loti C. Woods  
Loti C. Woods, Co-President

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#### McAULEY, WOODS & ASSOCIATES, L.L.C.

By Its Members:

Loti C. Woods  
Loti C. Woods

Robert McAuley  
Robert McAuley

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of the 22<sup>nd</sup> day of December, 1999 between MC AULEY, WOODS & ASSOCIATES, L.L.C., a Florida limited liability corporation (hereinafter referred to as the "Parent") and TRI-CITY BROKERAGE OF THE SOUTHEAST, L.C., a Florida limited liability corporation (hereinafter referred to as the "Subsidiary") (Parent and Subsidiary are hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Parent is duly organized and existing under the laws of the State of Florida;  
and

WHEREAS, Subsidiary is duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Parent is the sole member of the Subsidiary; and

WHEREAS, the Members of the Constituent Corporations deem it advisable and in the best interests of the two corporate parties that Subsidiary be merged into Parent.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. Merger. Subsidiary shall merge with and into Parent, with the Parent as the surviving corporation.

2. Compliance with Florida Law. The Agreement was adopted and approved by the members of the Parent and Subsidiary in accordance with Section 607.1109 of the Florida Business Corporation Act (the "Act") and Section 608.4381 of the Florida Limited Liability Company Act (the "LLC Act"), meets the requirements of Section 607.1108 of the Act and

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608.438 of the LLC Act and is being submitted in accordance with Section 607.1109 of the Act and Section 608.4382 of the LLC Act.

3. Terms and Conditions. On the effective date of the merger, the separate existence of Subsidiary shall cease, and Parent shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of Subsidiary, without the necessity for any separate transfers. Parent shall thereafter be responsible and liable for all liabilities and obligations of Subsidiary, and neither the rights of creditors nor any liens on the property of Subsidiary shall be impaired by the merger.

4. Manner and Basis of Converting Interest. The manner and basis of converting the interest of the Subsidiary are as follows:

- (a) Each unit of Subsidiary issued and outstanding on the effective date of the merger shall be canceled, and no payment shall be made with respect thereto.
- (b) Each unit of Parent issued and outstanding on the effective date of the merger shall remain issued and outstanding.

5. Operating Agreement. The Operating Agreement of Parent, as in effect on the date of the merger, shall continue to be the Operating Agreement of Parent following the effective date of the merger.

6. Effective Date of the Merger. This Agreement and the merger shall become effective upon the proper filing of the Articles of Merger in accordance with the Act and LLC Act.

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IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the respective Members of the Constituent Corporations, has caused this Agreement to be executed.

McAuley, Woods & Associates, L.L.C.

By its Members:



Loti C. Woods

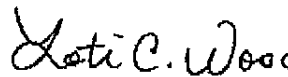


Robert McAuley

Tri-City Brokerage of the Southeast, L.C.

By its Sole Member:

McAuley, Woods & Associates, L.L.C.



Loti C. Woods, Co-President

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRI-CITY BROKERAGE OF THE SOUTHEAST, L.C. A FLORIDA ENTITY

,

INTO

**MCAULEY, WOODS & ASSOCIATES, L.L.C.**, a Florida entity, L99000001005

File date: December 27, 1999

Corporate Specialist: Michael Mays