

M95335

FILED
99 JUN 25 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
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(City, State, Zip) (Phone #)

OFFICE USE ONLY

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*****78.75 *****78.75

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

1. Winitzky Merger Corp. P99-46447
(Corporation Name) (Document #)
2. into Howard Winitzky & Associates, Inc. M95335
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 6/25 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

EFFECTIVE DATE
7-1-99

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

C. COULLETTE JUN 25 1999

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

WINITSKY MERGER CORP., a Florida corporation, P99000046447

INTO

HOWARD WINITSKY AND ASSOCIATES, INC., a Florida corporation, M95335

File date: June 25, 1999

Corporate Specialist: Cheryl Coulliette

STATE OF FLORIDA
ARTICLES OF MERGER
OF
WINITSKY MERGER CORP.
A FLORIDA CORPORATION
INTO
HOWARD WINITSKY AND ASSOCIATES, INC.
A FLORIDA CORPORATION

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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporation adopt the following articles of merger:

FIRST: The plan of merger is as follows:

- (1) Winitsky Merger Corp. plans to merge with and into Howard Winitsky and Associates, Inc., with Howard Winitsky and Associates, Inc. as the surviving corporation;
- (2) Each share of common stock of Winitsky Merger Corp. issued and outstanding at the Effective Time (as hereinafter defined) shall be converted into one share of common stock of Howard Winitsky and Associates, Inc. Such newly issued shares shall thereafter constitute all of the issued and outstanding capital stock of Howard Winitsky and Associates, Inc.
- (3) All of the shares of Howard Winitsky and Associates, Inc. common stock issued and outstanding at the Effective Time shall be converted into an aggregate of 750,000 shares of National Financial Partners Corp. common stock. All shares of Howard Winitsky and Associates, Inc. common stock by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be cancelled and retired and shall cease to exist, and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares.
- (4) At the Effective Time, the Certificate of Incorporation of Winitsky Merger Corp. as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of surviving corporation except that Article I shall read "The name of this Corporation is 'Howard Winitsky and Associates, Inc.'" and (ii) the By-laws of Winitsky Merger Corp. in effect immediately prior to the Effective Time shall be the By-laws of the surviving corporation, in each case until amended in accordance with applicable law.

SECOND: The Effective Time (the "Effective Time") of the merger shall be July 1, 1999.

EFFECTIVE DATE
7-1-99

THIRD: The plan of merger was adopted by the Board of Directors and the sole shareholder of Winitisky Merger Corp., a Florida corporation, on the 24th day of May, 1999, and was adopted by the Board of Directors and the sole shareholder of Howard Winitisky and Associates, Inc., a Florida corporation, on the 24th day of May, 1999.

Signed this 6th day of June, 1999.

WINITSKY MERGER CORP.

By: 

Edward A. Christensen

Vice President

HOWARD WINITSKY AND
ASSOCIATES, INC.

By: 

Howard Winitisky

President

FROM SCHULTE ROTH & ZABELLLP a1

(THU) 6.24'99 12:04/ST. 12:03/NO. 4260880770 P 2

Plan of Merger of**Winitsky Merger Corp.****with and into****Howard Winitsky & Associates, Inc.**

Upon filing of the articles of merger (the "Effective Time"), each share of common stock of Winitsky Merger Corp. issued and outstanding shall be converted into one share of common stock of Howard Winitsky & Associates, Inc. (the "Surviving Corporation"). Such newly issued shares shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Corporation. All of the shares of common stock of Howard Winitsky & Associates, Inc. issued and outstanding at the Effective Time shall be converted into an aggregate of 750,000 shares of common stock of National Financial Partners Corp. All shares of common stock of Howard Winitsky & Associates, Inc., at the Effective Time by virtue of such merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares.

At the Effective Time, (i) the Articles of Incorporation of Winitsky Merger Corp., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation except that Article I thereof shall read "The name of this Corporation is 'Howard Winitsky & Associates, Inc.'", and (ii) the By-laws of Winitsky Merger Corp., in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation, in each case until amended in accordance with the laws of the State of Florida.