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ACCOUNT NO. : 072100000032
REFERENCE : 649109 4728359
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
97 DEC 31 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 24, 1997
ORDER TIME : 2:09 PM
ORDER NO. : 649109-010
CUSTOMER NO: 4728359
CUSTOMER: Barbara Rowe, Legal Assistant
Bush Ross Gardner Warren &
220 South Franklin Street
Tampa, FL 33602

EFFECTIVE DATE
11/1/98

ARTICLES OF MERGER

ROBBINS INSURANCE, INC.
R.I. JACKSONVILLE, INC.
DON JONES INSURANCE AGENCY INC.

800002391948--5
-01/07/98--01005--016
****192.50 ****192.50

INTO

HZH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

\$140.00 - OF
52.50 Cert CorAPmer

Menger

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M96798

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROBBINS INSURANCE, INC., a Florida corporation, F89990

R.I. JACKSONVILLE, INC., a Florida corporation, P95000045954

DON JONES INSURANCE AGENCY, INC, a Florida corporation, 350626

INTO

HZH, INC., a Florida corporation, M96798

File date: December 31, 1997, effective January 1, 1998

Corporate Specialist: Velma Shepard

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

MAHLON H. BARLOW, III
DALE K. BOHNER
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
R. J. HAUGHEY, II
RICHARD B. HADLOW
PAUL L. HUEY
DAVID M. JEFFRIES
BRENT A. JONES

NASREEN M. KADIVAR
S. TODD MERRILL
CRAIG A. MINEGAR
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

December 23, 1997

Corporate Records Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: HMH, Inc.

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of Articles of Merger. Also enclosed is our firm check in the amount of \$192.50 in payment of the filing fee and certified copy for same.

Sincerely,



Barbara A. Rowe,
Legal Assistant to
Richard B. Hadlow

/bar
Enclosures
141353.01

**ARTICLES OF MERGER
OF
ROBBINS INSURANCE, INC.,
R.I. JACKSONVILLE, INC. AND
DON JONES INSURANCE AGENCY, INC.
INTO
HZH, INC.**

FILED
97 DEC 31 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
1/1/98

Robbins Insurance, Inc., R.I. Jacksonville, Inc., Don Jones Insurance Agency, Inc. and HZH, INC., each a Florida corporation (collectively the "Constituent Corporations"), acting in compliance with the provisions of §607.1105, Florida Statutes, hereby certify as follows:

1. A plan of merger has been approved by the board of directors and a requisite majority in interest of the shareholders of each of the Constituent Corporations, pursuant to which Robbins Insurance, Inc., R.I. Jacksonville, Inc. and Don Jones Insurance Agency, Inc. are to be merged into HZH, INC. A copy of the Plan of Merger setting forth the terms of the merger is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be January 1, 1998.

3. The merger was adopted and approved by the shareholders of each of the Constituent Corporations as of December 30, 1997.

Dated: December 30, 1997

ROBBINS INSURANCE, INC.

By: Earl E. Horton, Jr.
Earl E. Horton, Jr., President

R.I. JACKSONVILLE, INC.

By: Frank H. Dutill
Frank H. Dutill, President

DON JONES INSURANCE AGENCY, INC.

By: Terrell V. Hawkins
Terrell V. Hawkins, President

HZH, INC.

By: Terrell V. Hawkins
Terrell V. Hawkins, President

EXHIBIT A

PLAN OF MERGER

Robbins Insurance Agency, Inc., R.I. Jacksonville, Inc. and Don Jones Insurance Agency, Inc., Florida corporations (each a "Constituent Corporation" and collectively the "Constituent Corporations"), shall be merged into HZH, INC., a Florida corporation.

BACKGROUND INFORMATION

The board of directors of each of the Constituent Corporations and HZH, INC., by affirmative vote of a majority of the members of each such board furnished at a meeting properly noticed and convened to consider and act upon such issue or by unanimous written consent of the members of the Board of Directors, has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that the Constituent Corporations be merged into HZH, INC., at the conclusion of which HZH, INC. shall remain as the surviving or resulting entity and the corporate existence of each of the Constituent Corporations shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this plan of merger (the "Plan of Merger") and has recommended the adoption of the Plan of Merger and its underlying transactions by the shareholders of each entity. Accordingly, the merger shall be effected as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), the Constituent Corporations shall be merged with and into HZH, INC. (the "Merger") and HZH, INC. shall constitute the surviving and resulting corporation of such Merger (hereinafter "HZH, INC." sometimes is referred to as the "Surviving Corporation"). The separate and corporate existence of each of the Constituent Corporations shall cease and HZH, INC. shall continue its corporate existence pursuant to the laws of Florida.

2. Effective Date. The Merger shall become effective on January 1, 1998 (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities powers, franchises and authority of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the

Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of the Constituent Corporations shall be deemed cancelled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to HZH, INC., the shares of the common stock of each of the Constituent Corporations outstanding prior to the Merger shall be transformed and converted into 100,000 shares of the common capital stock of HZH, INC. (the "Shares"). These 100,000 Shares shall be divided further as follows: the shareholders of Robbins Insurance, Inc. shall hold in the aggregate 34.388% of the Shares, the shareholders of R.I. Jacksonville, Inc. shall hold in the aggregate 5.612% of the Shares, the shareholders of Don Jones Insurance Agency, Inc. shall hold in the aggregate 48% of the Shares, and the shareholders of HZH, INC. shall hold in the aggregate 12% of the Shares.