

M98000000215

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

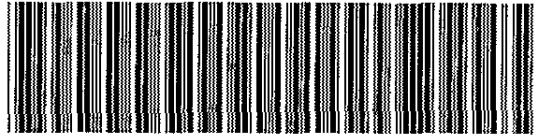
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 356606 5021731
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ ~~615.00~~

ORDER DATE : September 6, 2006
ORDER TIME : 11:32 AM
ORDER NO. : 356606-010
CUSTOMER NO: 5021731

640

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

AAC MERGER CORPORATION II,
ET ALL

INTO

TRUSTWAY INSURANCE AGENCIES,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

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06 SEP -6 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF

AAC MERGER CORPORATION II, APPLE INSURANCE MALL OF BOYNTON BEACH, INC., APPLE INSURANCE MALL OF BRADENTON, INC., APPLE INSURANCE MALL OF CLEARWATER, INC., APPLE INSURANCE MALL OF COUNTRYSIDE, INC., APPLE INSURANCE MALL OF ENGLEWOOD, INC., APPLE INSURANCE MALL OF LAKE PARK, INC., APPLE INSURANCE MALL OF LAKE WORTH, INC., APPLE INSURANCE MALL OF PINELLAS PARK, INC., APPLE INSURANCE MALL OF PORT CHARLOTTE, INC., APPLE INSURANCE MALL OF ROCKLEDGE, INC., APPLE INSURANCE MALL OF ST. PETERSBURG, INC., APPLE INSURANCE MALL OF TAMPA BAY, INC., APPLE INSURANCE MALL OF VENICE, INC., APPLE INSURANCE MALL OF WEST PALM BEACH I INC., and INSURANCE CENTER REALTY, INC., (each a Florida Corporation) and APPLE INSURANCE MALL OF ORLANDO, LLC, a Florida limited liability company.

WITH AND INTO

TRUSTWAY INSURANCE AGENCIES, LLC
(a Delaware limited liability company)

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, address of its principal office, jurisdiction, and entity type of the surviving party is as follows (the "Surviving Party"):

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
Trustway Insurance Agencies, LLC 5540 Park Blvd., Unit 1-A Pinellas Park, FL 33781	Delaware Qualified in Florida	2849496 M98000000215	Limited Liability Company

SECOND: The exact names, addresses of its principal office, jurisdiction, and entity type of each merging party are as follows (hereinafter sometimes referred to as the "Merging Parties" or individually as a "Merging Party"):

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
AAC Merger Corporation II 5500 Interstate North Parkway, Suite 600 Atlanta, GA 30328	Florida	P06000011314	Profit Corporation
Apple Insurance Mall of Boynton Beach, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P95000089489	Profit Corporation
Apple Insurance Mall of Bradenton, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P96000047932	Profit Corporation
Apple Insurance Mall of Clearwater, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P96000047928	Profit Corporation
Apple Insurance Mall of Countryside, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P01000088358	Profit Corporation
Apple Insurance Mall of Englewood, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P04000086211	Profit Corporation
Apple Insurance Mall of Lake Park, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P97000057867	Profit Corporation
Apple Insurance Mall of Lake Worth, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P95000089495	Profit Corporation
Apple Insurance Mall of Pinellas Park, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P97000047297	Profit Corporation
Apple Insurance Mall of Port Charlotte, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P95000089491	Profit Corporation
Apple Insurance Mall of Rockledge, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P05000004401	Profit Corporation
Apple Insurance Mall of St. Petersburg, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P95000089497	Profit Corporation
Apple Insurance Mall of Tampa Bay, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P04000022027	Profit Corporation
Apple Insurance Mall of Venice, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P96000047925	Profit Corporation
Apple Insurance Mall of West Palm Beach I, Inc. 1951 W. Dr. Martin Luther King, Jr. Blvd. Tampa, Florida 33607	Florida	P95000089480	Profit Corporation

Insurance Center Realty, Inc.
1951 W. Dr. Martin Luther King, Jr. Blvd.
Tampa, Florida 33607
Apple Insurance Mall of Orlando, LLC
1951 W. Dr. Martin Luther King, Jr. Blvd.
Tampa, Florida 33607

Florida P98000039405
Florida L03000012482

Profit
Corporation ✓
Limited
Liability
Company ✓

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The attached Plan of Merger was adopted by the surviving limited liability company that is a party to the merger in accordance with the applicable provisions of its jurisdiction of organization.

SIXTH: The attached Plan of Merger was adopted by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 607 and 608, Florida Statutes. The Shareholder and or Member of each Merging Party approved the merger.

SEVENTH: The Surviving Party hereby appoints the Florida Secretary of State as its agent for service of process.

EIGHTH: The Surviving Party has agreed to promptly pay to the dissenting shareholders of each corporation that is a party to the merger the amount, if any, to which they are entitled.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

TENTH: The merger shall become effective on the day and at the time filed with the Department of State of the State of Florida.

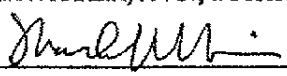
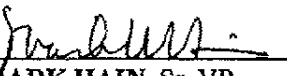
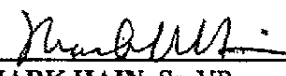
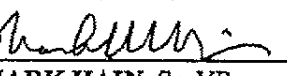
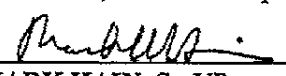
ELEVENTH: SIGNATURES FOR EACH PARTY:

SURVIVING ENTITY:

TRUSTWAY INSURANCE AGENCIES,
LLC, a Delaware limited liability company
BY: AssuranceAmerica Corporation, Mgr/Mbr
BY: Mark Hain
MARK HAIN, Sr. VP

MERGING PARTY:

AAC MERGER CORPORATION II, a
Florida corporation
BY: Mark Hain
MARK HAIN, Sr. VP

MERGING PARTY : APPLE INSURANCE MALL OF BOYNTON BEACH, INC., a Florida corporation BY: <u></u> MARK HAIN, Sr. VP	MERGING PARTY: APPLE INSURANCE MALL OF BRADENTON, INC., a Florida corporation BY: <u></u> MARK HAIN, Sr. VP
MERGING PARTY: APPLE INSURANCE MALL OF CLEARWATER, INC., a Florida corporation BY: <u></u> MARK HAIN, Sr. VP	MERGING PARTY: APPLE INSURANCE MALL OF COUNTRYSIDE, INC., a Florida corporation BY: <u></u> MARK HAIN, Sr. VP
MERGING PARTY: APPLE INSURANCE MALL OF ENGLEWOOD, INC., a Florida corporation BY: <u></u> MARK HAIN, Sr. VP	MERGING PARTY: APPLE INSURANCE MALL OF LAKE PARK, INC., a Florida corporation BY: <u></u> MARK HAIN, Sr. VP
MERGING PARTY: APPLE INSURANCE MALL OF LAKE WORTH, INC., a Florida corporation BY: <u></u> MARK HAIN, Sr. VP	MERGING PARTY: APPLE INSURANCE MALL OF PINELLAS PARK, INC., a Florida corporation BY: <u></u> MARK HAIN, Sr. VP
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MERGING PARTY: APPLE INSURANCE MALL OF ST. PETERSBURG, INC., a Florida corporation	MERGING PARTY: APPLE INSURANCE MALL OF TAMPA BAY, INC., a Florida corporation

BY: <u>Mark Hain</u> MARK HAIN, Sr. VP	BY: <u>Mark Hain</u> MARK HAIN, Sr. VP
MERGING PARTY: APPLE INSURANCE MALL OF VENICE, INC., a Florida corporation BY: <u>Mark Hain</u> MARK HAIN, Sr. VP	MERGING PARTY: APPLE INSURANCE MALL OF WEST PALM BEACH I, INC., a Florida corporation BY: <u>Mark Hain</u> MARK HAIN, Sr. VP
MERGING PARTY: INSURANCE CENTER REALTY, INC., a Florida corporation BY: <u>Mark Hain</u> MARK HAIN, Sr. VP	MERGING PARTY: APPLE INSURANCE MALL OF ORLANDO, LLC, a Florida limited liability company BY: <u>Mark Hain</u> MARK HAIN, Sr. VP/manager

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan of Merger") is made effective this 5th day of September, 2006, between **TRUSTWAY INSURANCE AGENCIES, LLC**, a Delaware limited liability company (the "Survivor"), and **AAC Merger Corporation II, Apple Insurance Mall Of Boynton Beach, Inc., Apple Insurance Mall Of Bradenton, Inc., Apple Insurance Mall Of Clearwater, Inc., Apple Insurance Mall Of Countryside, Inc., Apple Insurance Mall Of Englewood, Inc., Apple Insurance Mall Of Lake Park, Inc., Apple Insurance Mall Of Lake Worth, Inc., Apple Insurance Mall Of Pinellas Park, Inc., Apple Insurance Mall Of Port Charlotte, Inc., Apple Insurance Mall Of Rockledge, Inc., Apple Insurance Mall Of St. Petersburg, Inc., Apple Insurance Mall Of Tampa Bay, Inc., Apple Insurance Mall Of Venice, Inc., Apple Insurance Mall Of West Palm Beach I Inc., and Insurance Center Realty, Inc.**, each a Florida Corporation and **Apple Insurance Mall Of Orlando, LLC**, a Florida limited liability company (hereinafter sometimes referred to as the "Merging Parties" or individually as "Merging Party"). This Plan of Merger is submitted in compliance with section 607.1104 of the Florida Business Corporation Act (the "Act") and in accordance with applicable corporate laws and limited liability company laws of the party's applicable jurisdictions.

1. Terms and Conditions of the Merger. The Merging Parties shall, pursuant to the provisions of the Act, be merged into the Survivor (the "Merger"), which shall continue to exist as the surviving company (the "Surviving Company") pursuant to the laws of the State of Delaware. Upon the filing of the Certificate of Merger with the Delaware Division of Corporations and Articles of Merger with the Florida Department of State (the "Effective Time"), the existence of the Merging Parties shall cease.

2. Certificate of Formation. The Certificate of Formation of the Surviving Company in effect as of the Effective Time shall be the Certificate of Formation of the Surviving Company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Delaware.

3. Operating Agreement. The Operating Agreement of the Surviving Company in effect as of the Effective Time shall be the Operating Agreement of the Surviving Company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Delaware.

4. Managers and Officers. The managers and/or officers of the Surviving Company at the Effective Time shall be the managers and/or officers of the Surviving Company until their respective successors are duly elected and qualified.

5. Conversion of the Surviving Company's Equity Interests. All of the Surviving Company's equity interests that is outstanding immediately prior to the Effective Time shall continue to be issued and outstanding after the Merger.

6. Conversion of the Merging Parties Shares/Interests. Each share of the Merging Party's common stock and equity interest, that is issued and outstanding immediately prior to the Effective Time shall be cancelled and no stock or equity interest, securities, cash, property or other securities of any other corporation or entity shall be issued or given in exchange therefor.

7. **Governing Law.** This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to any applicable conflicts of law.

8. **Termination.** This Plan of Merger may be terminated and abandoned by any party hereto, at any time prior to the Effective Time.

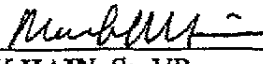
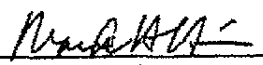
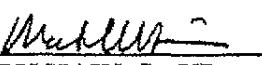
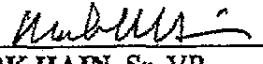
9. **Counterparts.** This Plan of Merger may be executed in counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each party and delivered to the other party, it being understood that both parties need not sign the same counterpart.

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[SIGNATURES CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, the parties herein have caused this Agreement and Plan of Merger to be duly executed on the date first set forth above.

SURVIVING ENTITY: TRUSTWAY INSURANCE AGENCIES, LLC , a Delaware limited liability company BY: AssuranceAmerica Corporation, Mgr/Mbr BY: <u>Mark Hain</u> MARK HAIN, Sr. VP	MERGING PARTY: AAC MERGER CORPORATION II , a Florida corporation BY: <u>Mark Hain</u> MARK HAIN, Sr. VP
MERGING PARTY: APPLE INSURANCE MALL OF BOYNTON BEACH, INC. , a Florida corporation BY: <u>Mark Hain</u> MARK HAIN, Sr. VP	MERGING PARTY: APPLE INSURANCE MALL OF BRADENTON, INC. , a Florida corporation BY: <u>Mark Hain</u> MARK HAIN, Sr. VP
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