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TRENAM KEMKER

P.01/10

P00000033194

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MERGER OR SHARE EXCHANGE

ANSWERS AND ADVICE, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

LEGAL-ANSWERS, INC., a Florida corporation, document number
P99000014553

INTO

ANSWERS AND ADVICE, INC., a Florida entity, P00000033194

File date: August 29, 2000

Corporate Specialist: Karen Gibson

AUG-29*2000 13:12

TRENAM KEMKER

P.02/10



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 29, 2000

ANSWERS AND ADVICE, INC.
505 E. JACKSON ST., SUITE 306
TAMPA, FL 33602

SUBJECT: ANSWERS AND ADVICE, INC.
REF: P00000033194

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 28, 2000

ANSWERS AND ADVICE, INC.
505 E. JACKSON ST., SUITE 306
TAMPA, FL 33602

SUBJECT: ANSWERS AND ADVICE, INC.
REF: P00000033194

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct Article I of the Articles of Merger by adding ", Inc." to LEGAL-ANSWERS and ANSWERS AND ADVICE on the second line of this Article.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000045117
Letter Number: 800A00045955

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
LEGAL-ANSWERS, INC.
WITH AND INTO
ANSWERS AND ADVICE, INC.**

P.03/10
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00 AUG 29 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These **ARTICLES OF MERGER** (the "Articles of Merger") are hereby made and entered into pursuant to Section 607.1105 of the Florida Business Corporation Act by and between **LEGAL-ANSWERS, INC.**, a Florida corporation (the "Merging Corporation"), and **ANSWERS AND ADVICE, INC.**, a Florida corporation (the "Surviving Corporation"), for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger").

WITNESSETH:

WHEREAS, the Boards of Directors of the Merging Corporation and the Surviving Corporation deem it advisable and in the best interests of the Merging Corporation and the Surviving Corporation and their respective stockholders that the Merging Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation in the Merger, as authorized by the laws of the State of Florida, and under and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Merging Corporation be merged with and into the Surviving Corporation, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Articles of Merger.

**ARTICLE I
PLAN OF MERGER**

The Agreement and Plan of Merger dated as of August 26, 2000, by and between Legal-Answers, Inc. and Answers and Advice, Inc. (the "Merger Agreement"), effecting the Merger of the Merging Corporation with and into the Surviving Corporation, is attached hereto and made a part of these Articles of Merger as Exhibit A.

**ARTICLE II
EFFECTIVE TIME**

These Articles of Merger and the Merger shall be effective as of the close of business on the date that these Articles of Merger have been filed with the Department of State of the State of Florida and all fees and taxes required by the laws of the State of Florida have been paid (the "Effective Time").

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ARTICLES OF MERGER
ANSWERS AND ADVICE, INC.

PAGE 2

ARTICLE III
APPROVAL OF MERGER

- (a) The stockholders of the Surviving Corporation approved and adopted the Merger Agreement by unanimous written consent thereof dated June 9, 2000.
- (b) The stockholders of the Merging Corporation approved and adopted the Merger Agreement by unanimous written consent thereof dated June 9, 2000.
- (c) The Board of Directors of the Surviving Corporation approved and adopted the Merger Agreement by unanimous written consent thereof dated June 9, 2000.
- (d) The Board of Directors of the Merging Corporation approved and adopted the Merger Agreement by unanimous written consent thereof dated June 9, 2000.

ARTICLE IV
COUNTERPART EXECUTION

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties did not sign the original or the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in accordance with the laws of the State of Florida on the date reflected below.

LEGAL-ANSWERS, INC.

August 26, 2000
DateBy: Brett Rahall
Brett R. Rahall, President

ANSWERS AND ADVICE, INC.

August 26, 2000
DateBy: Brett Rahall
Brett R. Rahall, President

AUG-29-2000 13:12

TRENAM KEMKER

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**Exhibit A
to the
Articles of Merger
Agreement and Plan of Merger**

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 26th day of August, 2000, by and between **LEGAL-ANSWERS, INC.**, a Florida corporation ("Legal-Answers"), and **ANSWERS AND ADVICE, INC.**, a Florida corporation ("Answers and Advice") (collectively, the "Constituent Corporations" and individually, a "Constituent Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable and for the general welfare of such corporation and its stockholders that Legal-Answers merge with and into Answers and Advice and that Answers and Advice merge Legal-Answers with and into itself, pursuant to this Agreement and the applicable laws of the State of Florida; and

WHEREAS, the Constituent Corporations desire to adopt this Agreement as a plan of reorganization and to consummate the merger in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, Legal-Answers, by its Articles of Incorporation has an authorized capitalization of 7,500 shares of common stock, \$0.01 par value, of which 192 shares are now issued and outstanding; and

WHEREAS, Answer and Advice, by its Articles of Incorporation, as amended, has an authorized capitalization of 7,500 shares of common stock, \$0.01 par value, of which 200 shares are now issued and outstanding.

NOW, THEREFORE, the Constituent Corporations, in consideration of the premises and the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of said merger and the method of carrying the same into effect in this Agreement as follows:

1. PLAN OF MERGER.

The Constituent Corporations have agreed and do hereby agree each with the other that Legal-Answers shall be merged with and into Answers and Advice, and that Answers and Advice shall merge Legal-Answers with and into itself. Answers and Advice shall be the surviving corporation in the merger and shall be governed by the laws of the State of Florida, which state shall continue to be its domicile.

2. EFFECTIVE DATE.

The merger provided for in this Agreement shall become effective and the Constituent Corporations shall be deemed to have merged as of the close of business on the day that all of the following have been completed:

- (a) adoption of this Agreement by the Board of Directors and the stockholders of Legal-Answers pursuant to the laws of the State of Florida;
- (b) adoption of this Agreement by the Board of Directors and the stockholders of Answers and Advice pursuant to the laws of the State of Florida; and
- (c) execution and filing with the Department of State of the State of Florida of the Articles of Merger required by Section 607.1105, Florida Statutes.

The date and time when the Constituent Corporations shall have merged are herein referred to as the "Effective Date."

3. MANNER OF CONVERTING SHARES.

The manner and the basis of converting the outstanding shares of common stock of Legal-Answers into common stock of Answers and Advice in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

- a. Upon the effectiveness of the merger, each issued and outstanding share of common stock of Legal-Answers shall, by virtue of the merger and without further action on the part of the holder thereof, be converted into nine (9) shares of common stock of Answers and Advice.
- b. Upon the effectiveness of the merger, each issued and outstanding share of common stock of Answers and Advice shall, by virtue of the merger and without further action on the part of the holder thereof, continue as one (1) share of common stock of Answers and Advice.
- c. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Legal-Answers shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole shares of the securities of Answers and Advice into which such shares of common stock of Legal-Answers shall have been converted pursuant to this Article.

4. EFFECT OF THE MERGER.

- (a) Existence of Legal-Answers. On the Effective Date, the separate existence of Legal-Answers shall cease and it shall be merged with and into Answers and Advice. Thereupon, all the

property, real, personal, and mixed, and all interest therein, of Legal-Answers and all debts due to it, shall be transferred to and invested in Answers and Advice without further act or deed and without reversion or impairment. Answers and Advice shall thenceforth be responsible and liable for all the liabilities and obligations of Legal-Answers.

(b) Articles of Incorporation. The Articles of Incorporation of Answers and Advice, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of Answers and Advice and shall not be changed or amended by the merger.

(c) Bylaws. The bylaws of Answers and Advice, as in effect on the Effective Date, shall continue in full force and effect as the bylaws of Answers and Advice and shall not be changed or amended by the merger.

(d) Board of Directors and Officers. Until altered by the stockholders or directors, as the case may be, of Answers and Advice, the duly elected Board of Directors and officers of Answers and Advice shall continue to serve as the officers and directors of Answers and Advice and shall not be changed or otherwise affected by the merger.

5. CONDITIONS OF MERGER.

This Agreement shall promptly be submitted to the stockholders of Legal-Answers and to the stockholders of Answers and Advice for their respective approval. The affirmative vote of stockholders owning a majority of all of the shares of Legal-Answers entitled to vote and the affirmative vote of stockholders owning a majority of all of the shares of Answers and Advice entitled to vote shall be required for such approval.

6. REPRESENTATIONS AND WARRANTIES OF LEGAL-ANSWERS.

Legal-Answers hereby represents and warrants to Answers and Advice that:

(a) Organization and Standing. Legal-Answers is a corporation duly organized and validly existing, with a status of active, under the laws of the State of Florida.

(b) Legal-Answers' Authorized Capital Stock. Legal-Answers' authorized capital stock consists of 7,500 shares of common stock, \$0.01 par value, of which 192 shares are issued and outstanding, fully paid and non-assessable. There are no options, warranties or rights outstanding to purchase shares of the common stock of Legal-Answers.

(c) Subsidiaries. Legal-Answers has no subsidiaries.

(d) Authority. The execution, delivery and performance of this Agreement have been duly authorized and approved by the Board of Directors of Legal-Answers. Except for the stockholder approval as required in Section 5 of this Agreement, no further corporate action is

required of Legal-Answers by the Florida Business Corporation Act or otherwise to make this Agreement a valid and binding agreement of such corporation, enforceable against such corporation in accordance with its terms.

(e) No Violation. The execution and delivery of this Agreement, and consummation of the merger, will not constitute or result in a breach, default or violation of any law, or the Articles of Incorporation or bylaws of Legal-Answers, or any indenture, mortgage, lease, agreement, order, judgment, decree, law or regulation to which any property of Legal-Answers is subject or to which Legal-Answers is a party.

7. REPRESENTATIONS AND WARRANTIES OF ANSWERS AND ADVICE.

Answers and Advice hereby represents and warrants to Legal-Answers that:

(a) Organization and Standing. Answers and Advice is a corporation duly organized and validly existing, with a status of active, under the laws of the State of Florida.

(b) Authorized Capital Stock. Answers and Advice' authorized capital stock consists of 7,500 shares of common stock, par value \$0.01 per share, of which 200 shares are issued and outstanding.

(c) Authority. The execution, delivery and performance of this Agreement have been duly authorized and approved by the Board of Directors of Answers and Advice. Except for the stockholder approval as required by Section 5 of this Agreement, no further corporate action is required by the Florida Business Corporation Act or otherwise to make this Agreement a valid and binding agreement of Answers and Advice, enforceable against Answers and Advice in accordance with its terms.

(d) No Violation. The execution and delivery of this Agreement, and consummation of the merger, will not constitute or result in a breach, default or violation of any law, or the Articles of Incorporation or by-laws of Answers and Advice, or any indenture, mortgage, lease, agreement, order, judgment, decree, law or regulation to which any property of Answers and Advice is subject or to which Answers and Advice is a party.

8. GENERAL PROVISIONS.

(a) Entire Agreement. This Agreement constitutes the entire Agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, among the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

(b) Headings. The headings in the Agreement are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Agreement.

(c) Expenses. Answers and Advice shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

(d) Amendment; Termination. This Agreement may be terminated or amended by the mutual consent of the Boards of Directors of the Constituent Corporations, whether before or after approval of this Agreement by the stockholders of Legal-Answers or the stockholders of Answers and Advice.

(e) Counterparts. This Agreement may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and such counterparts shall together constitute one and the same instrument.

(f) Further Assurances. At any time before or after the Effective Time, the parties to this Agreement, without additional consideration, will execute and deliver such additional documents and take such additional actions as may be reasonably requested by another party to consummate the transactions contemplated by this Agreement.

IN WITNESS WHEREOF, each corporation that is a party hereto has caused its duly authorized officer to execute this Agreement and Plan of Merger.

LEGAL-ANSWERS, INC.

By: Brett R. Rahall
Brett R. Rahall, President

ANSWERS AND ADVICE, INC.

By: Brett R. Rahall
Brett R. Rahall, President