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P01000002820

TRANSMITTAL LETTER

**TO: Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399**

100007991541--8
-09/24/02--01075--004
*****87.50 *****87.50

SUBJECT: Browning Unlimited, Inc. and Star Financial Network, Inc. Merger.

DATE: September 20, 2002

The enclosed merger, dissolution and fees of \$87.50 are submitted for filing. An additional copy of the merger and corporate dissolution is included and a certified copy of each is requested.

Please return all correspondence concerning this matter to the following:

Robert F. Browning
Browning Unlimited, Inc.
17884 East Colonial Drive
Orlando, FL 32820

For further information concerning this matter, please call:

Robert F. Browning or Ester Browning at (407) 568-0878
Or Sylvia C. Presley at (407) 331-7665.

Your prompt attention to this requested is appreciated.

Sincerely,

Sylvia C. Presley
Sylvia C. Presley

Enclosures

"Enrolled to Practice Before
the Internal Revenue Service"

Enrolled Agent
Certified Financial Planner™
Accredited Tax Advisor

FILED
02 SEP 24 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Hours
By Appointment

*S. Presley
Requested 2 cert copies
is aware that disburse
cannot be done
at 9/30*

*9/30
All over*

ARTICLES OF MERGER
Merger Sheet

MERGING:

STAR FINANCIAL NETWORK, INC., A FL CORP., # P97000079244

INTO

BROWNING UNLIMITED, INC., a Florida entity, P01000002820

File date: September 24, 2002

Corporate Specialist: Anna Chesnut

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is **Browning Unlimited, Inc.**, a Florida for-profit corporation, Document #P01000002820. The address of the surviving Corporation is 17884 East Colonial Drive, Orlando, FL 32820.

Second: In accordance with Florida statutes,

Star Financial Network, Inc., a Florida for-profit Corporation,
Document #P97000079244 shall be merged into and with

Browning Unlimited, Inc., a Florida for-profit Corporation,
Document #P01000002820, the surviving Corporation.

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the filing date of the Articles of Merger.

Fifth: Adoption of Merger by **Browning Unlimited, Inc.**

The Plan of Merger was adopted on June 28, 2002 by the shareholders of the Browning Unlimited, Inc., the surviving corporation.

Sixth: Adoption of Merger by **Star Financial Network, Inc.**

The Plan of Merger was adopted on June 28, 2002 by the shareholders of Star Financial Network, Inc., the corporation to be merged with and into the surviving corporation.

Seventh: Signed this 20th day of September 2002.

Browning Unlimited, Inc.

Robert F. Browning
Robert F. Browning, President and Chairman of the Board

Star Financial Network, Inc.

Robert F. Browning
Robert F. Browning, President and Chairman of the Board

FILED
02 SEP 24 PM 4:47
TALLAHASSEE FLORIDA
SECRETARY OF STATE

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation is:

Browning Unlimited, Inc., a Florida for-profit Corporation.
The address of its principal office is 17884 East Colonial Drive, Orlando, FL 32820.

Second: The name and jurisdiction of each **merging** corporation:

In accordance with the Florida statutes **Star Financial Network, Inc.**, a Florida for-profit Corporation shall be merged into and with **Browning Unlimited, Inc.**, also a Florida for-profit Corporation.

Third: The terms and conditions of the merger are as follows:

This plan of merger will be effective upon the date of approval by the shareholders of each merging corporation. Upon approval of the plan by the shareholders, the merger will be effective on the later of August 1, 2002 or the date of filing of the Articles of Merger, and Star Financial Network, Inc. will merge with and into Browning Unlimited, Inc. and cease to exist as a separate corporate entity. Browning Unlimited, Inc. will be the surviving corporation and shall continue its corporate existence under the laws of the State of Florida. The name of the surviving corporation shall be "Browning Unlimited, Inc."

The Articles of Incorporation and By-Laws of Browning Unlimited, Inc. prior of the effective time of the Merger shall be the Articles of Incorporation and By-Laws of the surviving corporation immediately after the Effective Time.

The directors and officers of Browning Unlimited, Inc. immediately prior to the Effective Time shall be the directors and officers of the surviving corporation as of the Effective Time and until their successors are duly appointed or elected in accordance with applicable law.

The Effective Time of the Merger shall be at the time and date of the filing of the Articles of Merger with the Secretary of State of Florida or at such later time and date as provided in such articles of merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Because each holder of common stock in Star Financial Network, Inc. is also a holder of common stock shares in equal proportion of Browning Unlimited, Inc., each share of common stock, par value \$1.00 per share, of Star Network, Inc. outstanding immediately prior to the Effective Time shall be, by virtue of the Merger, cancelled and each holder of Browning Unlimited, Inc. common stock, par value \$1.00 per share, outstanding shall be considered all holders of common stock of the surviving Corporation, agreed upon above.

Fifth: Termination and Amendment. The Plan of Merger may be amended or terminated upon approval of the shareholders of each of the merging corporations at any time prior to the filing of the Articles of Merger with the Secretary of the State of Florida.

Sixth: This Plan of Merger shall be governed by the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed by their respective shareholders this 28th day of June 2002.

Browning Unlimited, Inc.

By: Robert F. Browning
Robert F. Browning, Shareholder

Star Financial Network, Inc.

By: Robert F. Browning
Robert F. Browning, Shareholder