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VIA FEDERAL EXPRESS

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*****70.00 *****70.00

January 16, 2001

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 JAN 17 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Filing Merger for CFP Investments of Pinellas County, Inc.

To Whom it May Concern,

Please file the enclosed Agreement of Merger and Plan of Reorganization merging CFP Investments, Inc., a Nevada Corporation into CFP Investments of Pinellas County, Inc., Article of Merger, Board of Directors Resolution Approving Plan and Agreement of Merger, Shareholders Resolution Approving Plan and Agreement of Merger and Minutes of a Special Meeting of Shareholders of CFP Investments of Pinellas County.

Enclosed please find a check in the amount of \$70.00 to cover filing fees. Please send the filed articles back to our office upon your completion.

Please do not hesitate to contact our office should you have questions or concerns.

Thank you,

John P. Martin
JPM/mrk
Enclosure

Merger
1-22-01
mjs

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CFP INVESTMENTS, INC., a Nevada corporation, F99000001274

INTO

CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida entity,
P01000003061.

File date: January 17, 2001

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
CFP INVESTMENTS, INC.,
A NEVADA CORPORATION,
INTO
CFP INVESTMENTS OF PINELLAS COUNTY, INC.,
A FLORIDA CORPORATION**

FILED
01 JAN 17 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes and Chapter 92A of the Nevada Revised Statutes, the undersigned Corporations, CFP INVESTMENTS, INC., a Nevada corporation, and CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging CFP INVESTMENTS, INC., a Nevada corporation, into CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida Corporation:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of CFP INVESTMENTS, INC., a Nevada corporation, into CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation, is attached to these Articles as an Exhibit and incorporated herein by reference. CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation, shall be the Surviving Corporation.

Adoption of Plan

2. There are seven thousand five hundred (7,500) shares of common stock, each of one dollar (\$1.00) par value of CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation, issued and outstanding that were entitled to vote on the Plan of Merger. Seven thousand five hundred (7,500) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation, held effective January 11, 2001.

3. The Plan of Merger was approved by the Board of Directors of CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation at a special meeting of the Board held effective January 11, 2001.

4. There are one thousand (1,000) shares of common stock, each of no par value of CFP INVESTMENTS, INC., a Nevada corporation, issued and outstanding that were entitled to vote on the Plan of Merger. one thousand (1,000) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of CFP INVESTMENTS, INC., a Nevada corporation, held effective January 11, 2001.

5. The Plan of Merger was approved by the Board of Directors of CFP INVESTMENTS, INC., a Nevada corporation, at a special meeting of the Board held effective January 11, 2001.

Effective Date

6. The Plan of Merger shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned Corporations have caused these Articles of Merger to be signed effective January 11, 2001.

CFP INVESTMENTS, INC., a Nevada corporation

By: 

Charles F. Pletcher

As its: President

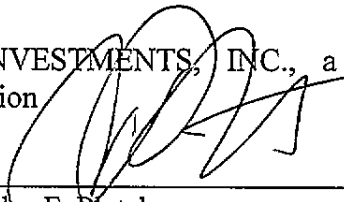
CFP INVESTMENTS OF PINELLAS COUNTY,
INC., a Florida corporation

By: 

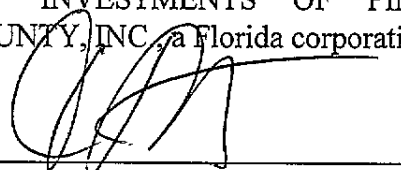
Charles F. Pletcher

As its: President

CFP INVESTMENTS, INC., a Nevada
corporation

By: 
Charles F. Pletcher
As its: President

CFP INVESTMENTS OF PINELLAS
COUNTY, INC., a Florida corporation

By: 
Charles F. Pletcher
As its: President

This instrument was prepared by John P. Martin, Esquire, whose address is 401 S. Lincoln Avenue, Clearwater, Florida, 33756.

**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING
CFP INVESTMENTS, INC.,
A NEVADA CORPORATION
INTO
CFP INVESTMENTS OF PINELLAS COUNTY, INC.,
A FLORIDA CORPORATION**

THIS AGREEMENT of Merger and Plan of Reorganization is made this January 11, 2001, by and between CFP INVESTMENTS, INC., a Nevada Corporation (the "Merging Corporation"), and CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal place of business of the Surviving Corporation is in the State of Florida, located at 1600 Gulf Blvd., Suite 418, Clearwater, Pinellas County, Florida, its Registered Agent being John P. Martin, Esquire, whose address is 401 S. Lincoln Ave., Clearwater, Florida, 33756.

WHEREAS, the principal place of business of the Merging Corporation is in the State of Florida, located at 1600 Gulf Blvd., Suite 418, Clearwater, Pinellas County, Florida, and its Registered Agent is CSC Services of Nevada, Inc., whose address is 502 East John Street, Room E, Carson City, Nevada 89706.

WHEREAS, the authorized capital stock of the Surviving Corporation consists of seven thousand five hundred (7,500) shares of common stock at one dollar (\$1.00) par value.

WHEREAS, the Merging Corporation is currently wholly owned by the same Shareholders who own all of the stock of the Surviving Corporation.

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Nevada and the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The surviving Corporation shall be the Corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholders and in the same proportion as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Stockholders after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Nevada and the State of Florida for approval.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective January 11, 2001.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

**BOARD OF DIRECTORS
RESOLUTION APPROVING PLAN AND
AGREEMENT OF MERGER**

WHEREAS, there has been presented to and discussed at this meeting a proposed Plan and Agreement of Merger (the "Plan and Agreement"), a copy of which is attached to these Resolutions, providing for the merger of CFP INVESTMENTS, INC., a Nevada corporation, into CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation; and

WHEREAS, the Board of Directors deems it to be in the best interests of this Corporation and its Shareholders that the Plan and Agreement be approved and that CFP INVESTMENTS, INC., a Nevada corporation, shall be merged into CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation;

NOW, THEREFORE, IT IS:

RESOLVED, that the terms and conditions of the proposed Plan and Agreement presented to this meeting, and the mode of carrying them into effect as well as the manner of converting the shares of the Constituent Corporations into shares of the Surviving Corporation as set forth in the Plan and Agreement, are by these Resolutions approved.

RESOLVED FURTHER, that the President of this Corporation is directed to execute the Plan and Agreement in the name and on behalf of this Corporation and to deliver a duly executed copy of it to CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation.

RESOLVED FURTHER, that a special meeting of the Shareholders of this Corporation for the purposes of considering and voting on the proposed Plan and Agreement was held effective January 11, 2001.

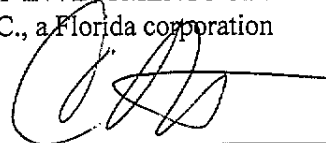
RESOLVED FURTHER, that all preparations for and conduct of the above matters be carried out in full compliance with all applicable federal and State securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under those laws.

RESOLVED FURTHER, that should the Shareholders of this Corporation approve the proposed Plan and Agreement in the manner required by the provisions of the Florida Business Corporation Law, the Officers of this Corporation are directed to execute, acknowledge, file, and deliver these instruments and do other acts in the name and on behalf of the Corporation as may be necessary or proper to perform fully the terms and conditions of the proposed Plan and Agreement of Merger.

RESOLVED FURTHER, that the proposed Plan of Merger be recommended to the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed this Resolution Approving Plan and Merger effective January 11, 2001.

CFP INVESTMENTS OF PINELLAS COUNTY,
INC., a Florida corporation



Charles F. Pletcher
Director

**BOARD OF DIRECTORS
RESOLUTION APPROVING PLAN AND
AGREEMENT OF MERGER**

WHEREAS, there has been presented to and discussed at this meeting a proposed Plan and Agreement of Merger (the "Plan and Agreement"), a copy of which is attached to these Resolutions, providing for the merger of CFP INVESTMENTS, INC., a Nevada corporation, into CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation; and

WHEREAS, the Board of Directors deems it to be in the best interests of this Corporation and its Shareholders that the Plan and Agreement be approved and that CFP INVESTMENTS, INC., a Nevada corporation, shall be merged into CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation;

NOW, THEREFORE, IT IS:

RESOLVED, that the terms and conditions of the proposed Plan and Agreement presented to this meeting, and the mode of carrying them into effect as well as the manner of converting the shares of the Constituent Corporations into shares of the Surviving Corporation as set forth in the Plan and Agreement, are by these Resolutions approved.

RESOLVED FURTHER, that the President of this Corporation is directed to execute the Plan and Agreement in the name and on behalf of this Corporation and to deliver a duly executed copy of it to CFP INVESTMENTS, INC., a Nevada corporation.

RESOLVED FURTHER, that a special meeting of the Shareholders of this Corporation for the purposes of considering and voting on the proposed Plan and Agreement was held effective January ____, 2001.

RESOLVED FURTHER, that all preparations for and conduct of the above matters be carried out in full compliance with all applicable federal and State securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under those laws.

RESOLVED FURTHER, that should the Shareholders of this Corporation approve the proposed Plan and Agreement in the manner required by the provisions of the Nevada Revised Statutes and the Florida Business Corporation Law, the Officers of this Corporation are directed to execute, acknowledge, file, and deliver these instruments and do other acts in the name and on behalf of the Corporation as may be necessary or proper to perform fully the terms and conditions of the proposed Plan and Agreement of Merger.

RESOLVED FURTHER, that the proposed Plan of Merger be recommended to the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed this Resolution Approving Plan and Merger effective January 11, 2001.

CFP INVESTMENTS, INC., a Nevada corporation



Charles F. Pletcher
Director

**SHAREHOLDERS RESOLUTION APPROVING
PLAN AND AGREEMENT OF MERGER**

WHEREAS, there has been presented to this meeting a Plan and Agreement of Merger, (the "Plan and Agreement"), a copy of which is attached to this Resolution, between CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation and this Corporation; and

WHEREAS, it is deemed in the best interests of the Shareholder of this Corporation that the terms and conditions of the Plan and Agreement be approved and performed; and

WHEREAS, the proposed Plan of Merger was recommended to the Shareholders by the Board of Directors.

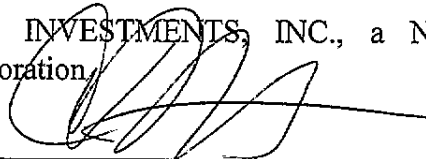
NOW, THEREFORE, it is:

RESOLVED, that the Plan and Agreement between this Corporation and CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation, submitted to this meeting is approved in the form attached to this Resolution.

RESOLVED FURTHER, that the Board of Directors and Officers of the Corporation are authorized on behalf of the Corporation to take all actions and to execute and file all documents that may be necessary or convenient to carry out and perform the Plan and Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Resolution effective January 11, 2001.

CFP INVESTMENTS, INC., a Nevada
corporation



Charles F. Pletcher
Shareholder

**MINUTES OF A SPECIAL MEETING OF SHAREHOLDERS
OF CFP INVESTMENTS OF PINELLAS COUNTY, INC., A FLORIDA
CORPORATION**

A **SPECIAL MEETING** of all Shareholders of CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation, was held at 1600 Gulf Blvd., Suite 418, Clearwater, Florida 33767, effective January 11, 2001, for the following purpose:

Consideration and voting on a Plan and Agreement of Merger, a copy of which is enclosed with this Notice, providing for the Merger of CFP INVESTMENTS, INC., a Nevada corporation, into CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation.

It was ratified and confirmed that all of the Shareholders of CFP INVESTMENTS OF PINELLAS COUNTY, INC., a Florida corporation, have hereby approved said Plan of Merger.

There being no further business to come before the meeting, it was, adjourned.

CFP INVESTMENTS OF PINELLAS
COUNTY, INC., a Florida corporation



Charles F. Pletcher
Shareholder