

P01000013458

CT CORPORATION

CORPORATION(S) NAME

Omni Advisor Group, Inc. &

Omni Advisor Group, Inc.

Merging into: Omni Advisor Group, Inc.

FILED
02 MAR 26 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600005170556--8
-03/27/02--01006--002
***105.00 ***105.00

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/26/02

Order#: 5224315

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Ref#: ***105.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RECEIVED
02 MAR 26 PM 4:10
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE AND
COMMERCIAL AFFAIRS

C. Coulliette MAR 26 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

OMNI ADVISOR GROUP INC., a Florida corporation, P01000013458

INTO

OMNI ADVISOR GROUP INC., a North Carolina entity not qualified in Florida.

File date: March 26, 2002, effective April 1, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| 1. <u>Omni Advisor Group, Inc.</u> <u>3300 North Port Royal Drive, Suite 226</u> <u>Fort Lauderdale, FL 33308</u> | <u>Florida</u> | <u>Corporation</u> |

Florida Document/Registration Number: P01000013458 FEI Number: 62-1844663

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|-----------------------|--------------------|
| 2. <u>Omni Advisor Group, Inc.</u> <u>8015 W. Kenton Circle, Suite 105</u> <u>Charlotte, NC 28216</u> | <u>North Carolina</u> | <u>Corporation</u> |

Florida Document/Registration Number: Not Applicable FEI Number: New corporation-Will adopt above FEI Number

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|-----------------------|--------------------|
| <u>Omni Advisor Group, Inc.</u> <u>8015 W. Kenton Circle, Suite 105</u> <u>Charlotte, NC 28216</u> | <u>North Carolina</u> | <u>Corporation</u> |

Florida Document/Registration Number: Not Applicable FEI Number: New corporation-Will adopt above FEI Number following merger.

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108 of the Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter(s) 607 of the Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302 of the Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2) of the Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR


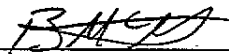
April 1, 2002

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

| <u>Name of Entity</u> | <u>Signature(s)</u> | <u>Typed or Printed Name of Individual</u> |
|---|---|---|
| <u>Omni Advisor Group, Inc., a Florida corporation</u> |  | <u>Brian P. McGuane</u> President |
| <u>Omni Advisor Group, Inc., a North Carolina Corporation</u> |  | <u>Brian P. McGuane</u> President |

**PLAN OF MERGER
OF OMNI ADVISOR GROUP, INC., A FLORIDA CORPORATION
INTO
OMNI ADVISOR GROUP, INC., A NORTH CAROLINA CORPORATION**

This PLAN OF MERGER made as of March 22, 2002, is by and between Omni Advisor Group, Inc., a Florida corporation ("Omni Florida"), and Omni Advisor Group, Inc., a North Carolina corporation (the "Corporation") pursuant to Sections 55-11-01 and 55-11-04 of the North Carolina Business Corporation Act (the "NCBCA") and Section 607.1103 of the Florida Statutes.

W I T N E S S E T H:

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation that Omni Florida be merged with and into the Corporation (the "Merger") upon the terms and conditions set forth herein and in accordance with Chapter 55 of the NCBCA and Section 607.1103 and 607.0704 of the Florida Statutes; and

WHEREAS, the Board of Directors of Omni Florida deems it advisable and in the best interests of Omni Florida that Omni Florida be merged with and into the Corporation upon the terms and conditions set forth herein and in accordance with Chapter 55 of the NCBCA and Sections 607.1103 and 607.0704 of the Florida Statutes; and

WHEREAS, the shareholders of the Corporation have approved the Merger pursuant to the applicable provisions of Section 55-11-03 and Section 55-7-04 of the NCBCA; and

WHEREAS, the sole shareholder of Omni Florida has approved the Merger pursuant to the applicable provisions of Section 607.1103 and 607.0704 of the Florida Statutes.

NOW, THEREFORE, the Board of Directors of Omni Florida and the Corporation approve the Merger on the following terms and conditions:

**ARTICLE I
TERMS AND CONDITIONS OF MERGER**

1.1 Merger. Subject to the terms and conditions contained herein, at the Effective Time (as defined below), Omni Florida will be merged with and into the Corporation, with the Corporation being the surviving entity in the Merger. Upon the effectiveness of the Merger, the Corporation shall possess all of the rights, privileges, and powers of Omni Florida, and all property (real, personal and mixed) and other assets (tangible and intangible) belonging to Omni Florida shall be vested in the Corporation, and all such property, assets, rights, privilege, powers and franchises shall thereafter belong to the Corporation, and the title to any real estate vested by deed or otherwise in Omni Florida

shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of Omni Florida shall be preserved unimpaired, and all debts, liabilities and duties of Omni Florida shall, following the Merger, attach to the Corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by the Corporation.

1.2 Consummation of the Merger. Promptly following the duly authorized approval of the Merger by the Board of Directors of the Corporation, the Corporation shall cause Articles of Merger to be filed with the Secretary of State of North Carolina in such form as required by, and executed in accordance with, the relevant provisions of the Chapter 55 of the NCBCA; and the Corporation shall also cause the Articles of Merger to be filed with the Secretary of Florida in such form as required by, and executed in accordance with, the relevant provisions of Section 607.1109 of the Florida Statutes. The Merger shall become effective at 9:00 a.m. Eastern Standard Time on April 1, 2002 (the "Effective Time").

1.3 Further Assurances. If at any time after the Effective Time the Corporation shall consider or be advised that any further deeds, assignments, assurances or any other acts are necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Corporation, the title to any property or right of Omni Florida acquired or to be acquired by reason, or as a result of, the Merger, Omni Florida agrees that the Corporation and its officers shall execute and deliver all such deeds, assignments and assurances and do all acts necessary, desirable or proper to vest, perfect or confirm title to such property or right in the Corporation, and the officers of the Corporation are fully authorized in the name of Omni Florida or otherwise to take any and all such action.

ARTICLE II THE CORPORATION

2.1 Articles of Incorporation. The Articles of Incorporation of the Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation of the Corporation.

2.2 Bylaws. The Bylaws of the Corporation, as in effect at the Effective Time, shall be the Bylaws of the Corporation until amended or repealed in accordance with the provisions thereof, the Articles of Incorporation and applicable law.

2.3 Directors. The directors of the Corporation, as of the Effective Time, shall be the directors of the Corporation until their respective successors are duly elected and qualified in the manner provided in the Bylaws of the Corporation and under applicable law, or until their earlier resignation or removal.

2.4 Officers. The officers of the Corporation, as of the Effective Time, shall be the officers of the Corporation until their successors are duly elected and qualified in the manner provided in the Bylaws of the Corporation and under applicable law, or until their earlier resignation or removal.

ARTICLE III
CONVERSION AND EXCHANGE OF SHARES

3.1 Corporation Stock. The shares of the Common Stock of the Corporation issued and outstanding immediately before the Effective Time shall continue to be issued and outstanding after the Effective Time and such issued and outstanding shares of Common Stock of the Corporation shall represent the relative contributions of the two shareholders of the Corporation.

3.2 Omni Florida Stock. Brian P. McGuane ("McGuane") is the sole shareholder of Omni Florida. The capital stock of Omni Florida issued and outstanding immediately before the Effective Time shall be exchanged for, and deemed to be McGuane's capital contribution for the 7,500 shares of Common Stock of the Corporation issued to McGuane. Upon the Effective Time, the Omni Florida stock shall be canceled and retired and the certificates evidencing ownership thereof shall provide the holder with no rights or privileges.

ARTICLE IV
CLOSING

4.1 Closing. Subject to the terms and conditions of this Plan, the closing of the Merger (the "Closing") will take place at the Effective Time.

4.2 Closing of Omni Florida Stock Ledger. At the Effective Time, the stock ledger of Omni Florida shall be closed and no transfer of shares of stock in Omni Florida shall thereafter be made.

ARTICLE V
MISCELLANEOUS

5.1 Address of Corporation. The Corporation has its principal office at 8015 W. Kenton Circle, Suite 105, Charlotte, North Carolina 28216 and its Registered Agent/Office at Tryon Business Services, Inc., 201 North Tryon Street, Charlotte, NC 28202.

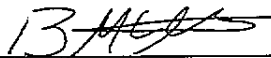
5.2 Address of Omni Florida. Omni Florida has its principal office at 3300 North Port Royal Drive, Suite 226 Fort Lauderdale, FL 33308 and its Registered Agent is Brian P. McGuane at the same address.

5.3 Corporation Name. The name of the Corporation shall continue to be Omni Advisor Group, Inc.

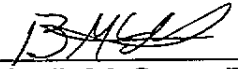
5.4 Effect of Merger. Upon the Merger of Omni Florida into the Corporation becoming effective, the corporate existence of Omni Florida will cease, and the corporate existence of the Corporation will continue.

[Signatures on following page]

OMNI ADVISOR GROUP, INC.,
a North Carolina corporation

By: 
Brian P. McGuane, President

OMNI ADVISOR GROUP, INC.,
a Florida corporation

By: 
Brian P. McGuane, President