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August 4, 2003

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
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*Via Hand Delivery*

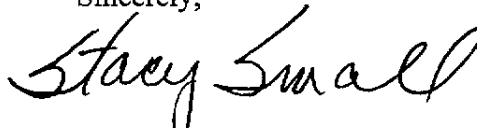
Re: Merger of Homeowners Holding Company, a Delaware corporation  
into PWC Financial, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Merger to effectuate the merger of Homeowners Holding Company, a Delaware corporation, into PWC Financial, Inc., a Florida corporation. Upon filing, please provide our office with a Certificate of Status. If you will contact our office when the Certificate of Status is ready we will arrange for someone to pick it up. Enclosed is our check in the amount of \$78.75 to cover the applicable fees.

If you have any questions or if additional information is required, please contact our office. Your assistance is appreciated.

Sincerely,



Stacy Small  
Paralegal

Enclosures

*Call when Ready  
Need today if possible  
681-6710  
John Dunphy*

ARTICLES OF MERGER  
OF  
HOMEOWNERS HOLDING COMPANY  
(A DELAWARE CORPORATION)  
INTO  
PWC FINANCIAL, INC.  
(A FLORIDA CORPORATION)

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Pursuant to the provisions of Section 607.1105, Florida Statutes, Homeowners Holding Company, a Delaware corporation, and PWC Financial, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Homeowners Holding Company into PWC Financial, Inc.:

ARTICLE I

The names of the undersigned corporations and the dates and places of their incorporation are:

<u>Corporations</u>	<u>Date of Incorporation</u>	<u>State of Incorporation</u>
Homeowners Holding Company	July 24, 1997	Delaware
PWC Financial, Inc.	April 18, 2001	Florida

ARTICLE II

PWC Financial, Inc. owns one hundred percent (100%) of the outstanding shares of each class of stock of Homeowners Holding Company.

### ARTICLE III

Pursuant to Section 607.1104, Florida Statutes, a resolution approving the Plan and Agreement of Merger was adopted by the board of directors of PWC Financial, Inc. by unanimous written consent. The resolution was adopted by unanimous written consent on August 1, 2003, and states as follows:

It is hereby resolved that having reviewed the proposed Plan and Agreement of Merger of Homeowners Holding Company, a Delaware corporation, with and into PWC Financial, Inc., a Florida corporation, and being fully advised in the premises the board has determined that the proposed Plan and Agreement of Merger is advisable and in the best interests of the Corporation and therefore approves the Plan and Agreement of Merger as presented to the Board of Directors this 1<sup>st</sup> day of August, 2003. The President and Secretary are hereby directed to implement the Plan and Agreement of Merger on behalf of the Corporation.

Pursuant to Section 607.1104, Florida Statutes, shareholder approval of the Plan and Agreement of Merger is not required.

### ARTICLE IV

The merger shall be effective upon filing of the Articles of Merger with the Florida Department of State.

### ARTICLE V

PWC Financial, Inc. shall be the surviving corporation and it is to be governed by the laws of, and incorporated in, the State of Florida.

### ARTICLE VI

The Articles of Incorporation of PWC Financial, Inc., shall be the Articles of Incorporation of the surviving corporation.


### ARTICLE VII

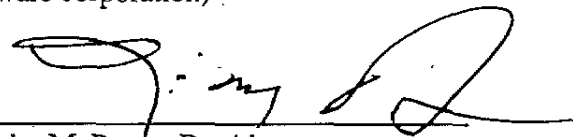
The Plan and Agreement of Merger is set forth on Exhibit "A" attached hereto and by reference made a part hereof.

IN WITNESS WHEREOF, the undersigned hereby execute these Articles of Merger on this 1<sup>st</sup> day of August, 2003 and hereby affirm and acknowledge, under penalties of perjury, that the foregoing instrument is the act and deed of Homeowners Holding Company and PWC Financial, Inc. and the facts stated herein are true.


ATTEST

HOMEOWNERS HOLDING COMPANY  
(a Delaware corporation)

  
\_\_\_\_\_  
Dwayne R. Williams, Secretary

By:   
\_\_\_\_\_  
Lanier M. Porter, President

ATTEST

  
\_\_\_\_\_  
Dwayne R. Williams, Secretary

PWC FINANCIAL, INC.  
(a Florida corporation)

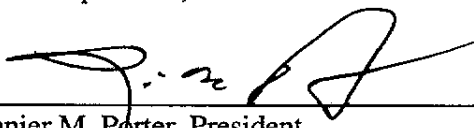
By:   
\_\_\_\_\_  
Lanier M. Porter, President

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER  
OF  
HOMEOWNERS HOLDING COMPANY.  
(A DELAWARE CORPORATION)  
INTO  
PWC FINANCIAL, INC.  
(A FLORIDA CORPORATION)

This Plan and Agreement of Merger is made, pursuant to Sections 607.1104 and 607.1107, Florida Statutes and 8 DE Code §253, by and among the undersigned Homeowners Holding Company, a Delaware corporation ("Company"), located at 615 Crescent Executive Court, Suite 100, Lake Mary, Florida 32746 and PWC Financial, Inc., a Florida corporation ("Surviving Corporation"), located at 615 Crescent Executive Court, Suite 100, Lake Mary, Florida 32746.

1. Names of Constituent Corporations and Surviving Corporation. Homeowners Holding Company, a Delaware corporation, shall be merged into PWC Financial, Inc., a Florida corporation, and PWC Financial, Inc. shall be the surviving corporation.
2. Surviving Corporation. The Surviving Corporation is the sole shareholder of Company. As the sole shareholder of Company, Surviving Corporation waives all mailing requirements with respect to the Plan and Agreement of Merger.
3. Corporation Structure, Powers, Rights and Obligations of Surviving Corporation. On the effective date of the merger:
  - a. The present Articles of Incorporation of the Surviving Corporation shall remain as the Articles of Incorporation of the Surviving Corporation.
  - b. The bylaws of the Surviving Corporation in effect on the date of execution of this Agreement shall remain as the bylaws of the Surviving Corporation.
  - c. The board of directors of the Surviving Corporation and the officers of the Surviving Corporation upon the effective date of the merger shall remain the directors and officers of the Surviving Corporation and such persons shall hold their respective positions until their respective successors are elected and qualify. The term of all directors and officers, if any, of the Company elected and appointed prior to the effective date of the merger shall cease and terminate as of such effective date.



d. The Surviving Corporation shall possess all the rights, privileges, and franchises now possessed by both parties to this merger, except that the Surviving Corporation shall not by virtue of this merger, acquire authority to engage in any business or activity or exercise any right which is not permitted under the laws of Florida.

e. All of the property of whatever kind and nature and wherever situated of the Company and the Surviving Corporation and all debts, liabilities and obligations of whatever nature of either of them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation without further act or deed.

f. Shares of stock of the Company shall be cancelled on the effective date of the merger.

4. Amendment of the Plan and Agreement of Merger. The Boards of Directors of the Company and the Surviving Corporation are hereby authorized to modify the Plan and Agreement of Merger before its effective date to the extent permitted by law.

5. Effect of the Merger. Upon the effective date of this Plan and Agreement of Merger, the separate existence of the Company shall cease and it shall be merged into the Surviving Corporation. The Surviving Corporation shall possess all the rights, privileges, powers and franchises (whether public or private in nature), all property (whether real, personal or mixed) of each of the constituent corporations, and be subject to all of the debts, restrictions, disabilities and duties of each of the constituent corporations; all such rights, privileges, powers, franchises, property, and all such debts, restrictions, disabilities and duties of the constituent corporations shall be vested in the Surviving Corporation; the title to any real estate, whether by deed or otherwise, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of the constituent corporations shall be preserved unimpaired.

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Company, the proper officers and directors of the Company shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of the Agreement of Merger.