

P01000118420

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Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

EMRICK CONSULTING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

merger

01/03/02

12/28/2001

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

EMRICK CONSULTING, INC., a Maryland corporation not qualified to transact
business in the State of Florida

INTO

EMRICK CONSULTING, INC., a Florida entity, P01000118420

File date: January 2, 2002

Corporate Specialist: Darlene Connell

JAN-02-02 WED 04:15 PM

Department of State 12/20/2001 3:14 PM FAX

P. 02/08



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 28, 2001

EMRICK CONSULTING, INC.
2645 BOTTOMRIDGE DRIVE
ORANGE PARK, FL 32065

SUBJECT: EMRICK CONSULTING, INC.
REF: P01000118420

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.

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

The merger could not be executed as of January 1, 2002 as that date has not been reached.

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) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H01000124470
Letter Number: 001A00067541

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ARTICLES OF MERGER
of
EMRICK CONSULTING, INC.
(a Maryland corporation)
with and into
EMRICK CONSULTING, INC.
(a Florida corporation)

Pursuant to the Florida Business Corporation Act and the Maryland General Corporation Law, Emrick Consulting, Inc., a Maryland corporation ("Emrick-MD"), and Emrick Consulting, Inc., a Florida corporation ("Emrick-FL"), agree to merge and hereby submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger dated as of January 1, 2001, (the "Plan"), with respect to the merger of Emrick-MD with and into Emrick-FL, is attached to these Articles of Merger as Exhibit A and is incorporated herein.

2. Emrick Consulting-MD, whose principal office is located in Carroll County, Maryland, was incorporated in the State of Maryland on November 22, 1999, and Emrick Consulting-FL was incorporated in the State of Florida under general law on December 14, 2001, with an effective date of January 1, 2002.

3. The principal place of business of Emrick-FL is 2645 Bottomridge Drive, Orange Park, Florida and its registered agent and address in Florida are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, FL 32202.

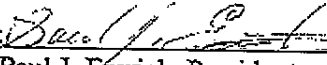
4. The effective date of the Merger shall be January 1, 2002.


5. The Plan was approved by the unanimous written consent of the shareholders of both Emrick-MD and Emrick-FL as of January 1, 2002. Emrick-MD is authorized to issue 1,000 shares of common stock at no par value of which 100 shares are issued and outstanding. Emrick-FL is authorized to issue 1,000 shares of common stock at \$.01 par, of which 100 are issued and outstanding.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by their duly authorized officers as of the 1st day of January, 2002.

EMRICK CONSULTING, INC.,
a Maryland corporation

EMRICK CONSULTING, INC.,
a Florida corporation

By: 
Paul J. Emrick, President

By: 
Paul J. Emrick, President

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AGREEMENT AND PLAN OF MERGER
of
EMRICK CONSULTING, INC.
(a Maryland corporation)
with and into
EMRICK CONSULTING, INC.
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of the 1st day of January, 2002, by and between **EMRICK CONSULTING, INC.**, a Florida corporation ("Emrick-FL"), and **EMRICK CONSULTING, INC.**, a Maryland corporation ("Emrick-MD") (Emrick-FL and Emrick-MD hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Emrick-FL is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2645 Bottomridge Drive, Orange Park, Florida; and

WHEREAS, Emrick-MD is a corporation organized and existing under the laws of the State of Maryland, with its principal office at 12322 Sherwood Forest Drive, Mt. Airy, Maryland, and does not own real estate in the State of Maryland; and

WHEREAS, Paul J. Emrick owns all of the authorized and outstanding capital common stock of both of the Constituent Corporations; and

WHEREAS, the laws of the States of Florida and Maryland permit a merger of a corporation into another corporation; and

WHEREAS, the respective Boards of Directors and sole Shareholder of each of the Constituent Corporations have deemed it advisable to merge Emrick-MD with and into Emrick-FL (the "Merger"), and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the States of Florida and Maryland which permit such a merger;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Corporations have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

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EXHIBIT A

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ARTICLE I

On the Effective Date, as defined in Article XI below, the Merger shall become effective, at which time the separate existence of Emrick-MD shall cease and Emrick-MD shall be merged, pursuant to Section 607.1107 of the Florida Business Corporation Act and pursuant to the Maryland General Corporation Law, with and into Emrick-FL, which shall continue its corporate existence and be the corporation surviving the Merger (the "Surviving Corporation").

ARTICLE II

The Surviving Corporation shall be governed by the laws of the State of Florida. On the Effective Date, the Articles of Incorporation of Emrick-FL as filed with the Secretary of State of the State of Florida shall be the Articles of Incorporation of the Surviving Corporation. The purposes and powers of the Surviving Corporation shall be as set forth in the Articles of Incorporation of Emrick-FL until further amended in the manner provided by law.

ARTICLE III

On the Effective Date, the existing Bylaws of Emrick-FL shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended or repealed in accordance with applicable law, the Articles of Incorporation and said Bylaws.

ARTICLE IV

On the Effective Date, the persons who are the directors and officers of Emrick-FL immediately prior to the Merger's becoming effective shall be the directors and officers of the Surviving Corporation. If on the Effective Date, a vacancy exists, it may thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation.

ARTICLE V

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, each issued and outstanding share of Emrick-MD common stock and each share of Emrick-MD common stock then held in the treasury of Emrick-MD shall cease to be outstanding, be canceled and retired, and no payment

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shall be made nor other consideration paid with respect thereto; and

2. Each issued and outstanding share of Emrick-FL common stock shall remain issued and outstanding after the Effective Date, and the Merger shall have no effect on any shares of Emrick-FL common stock that are authorized or outstanding.

ARTICLE VI

At such time as the Merger becomes effective, title to all of the assets of Emrick-MD shall be vested in Emrick-FL without reversion or impairment and Emrick-FL shall thenceforth be responsible for all of the liabilities and obligations of Emrick-MD. Any proceeding pending against Emrick-MD may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

ARTICLE VII

Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said Surviving Corporation, according to the terms hereof, the title to any property or rights of Emrick-MD, the last acting officers of Emrick-MD, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

ARTICLE VIII

On the Effective Date, all of the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, previously were carried on the books of said Constituent Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate giving effect to the Merger.

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ARTICLE IX

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Corporations by appropriate resolution of any of the Boards of Directors at any time prior to the Effective Date of the Merger.

ARTICLE X

It is the intent of the parties hereto that the Merger qualify as a mere change in place of organization effected in accordance with Section 368(a)(1)(A) or (F) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI

This Agreement and Articles of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the States of Florida and Maryland as soon as practicable after the last approval by the sole shareholder and the Boards of Directors of the Constituent Corporations. The Merger shall become effective on January 1, 2002 (the "Effective Date").

ARTICLE XII

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Agreement to be signed in its corporate name by its duly authorized officer all as of the date first above written.

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EMRICK CONSULTING, INC.,
a Maryland corporation

By: _____
Paul J. Emrick
Its President

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EMRICK CONSULTING, INC.,
a Florida corporation

By: _____
Paul J. Emrick
Its President

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