

P01000118903

MEYER & McDONALD
ATTORNEYS AND COUNSELORS AT LAW

A PARTNERSHIP OF ATTORNEYS
CERTIFIED PUBLIC ACCOUNTANT
AND CERTIFIED FINANCIAL PLANNER

MARSHALL McDONALD, III^{1 2}
Telephone (561) 748-2233
COLETTE K. MEYER, P.A.³
Telephone (561) 748-7720

¹ ALSO CERTIFIED PUBLIC ACCOUNTANT
² ALSO CERTIFIED FINANCIAL PLANNER
³ ALSO ADMITTED WISCONSIN BAR

AMERICA PLAZA
1070 E. INDIANTOWN ROAD
SUITE 312
JUPITER, FL 33477
FACSIMILE (561) 748-2280

December 13, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000004726760--4

-12/14/01--01050--014

140.00 **70.00

Gentlemen:

Enclosed are:

- 1 Original and a copy of Articles of Incorporation for **Landen, Wells & Associates, Inc.**, a new corporation
- 2 Articles of Merger for **Landen, Wells, & Associates, Inc.**, a Michigan corporation registered to do business in Florida (Document Number P15018). The Michigan corporation will be merged into the new Florida corporation, which will be the survivor corporation.
- 3 My check in the amount of \$140.00 in payment of the following fees:

Filing fee for articles of incorporation	\$ 35.00
Filing fee for Articles of Merger for merging corporation	35.00
Filing fee for Articles of Merger for surviving corporation	35.00
Registered Agent fee	<u>35.00</u>
Total	\$140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 DEC 14 PM 12:42

Please file the original Articles of Incorporation and return the enclosed copy to me at your earliest opportunity with the document number and filing date stamped thereon.

Very truly yours,



Marshall McDonald, III
Enc.

EFFECTIVE DATE

12-31-01

Merger
LFS

12-14-01

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LANDEN, WELLS & ASSOCIATES, INC., a Michigan corporation (Document
#P15018)

INTO

LANDEN, WELLS & ASSOCIATES, INC., a Florida entity, P01000118903.

File date: December 14, 2001 , effective December 31, 2001

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE

12-31-01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2001 DEC 14 PM 12:42

Articles of Merger
(Profit Corporations)

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:

Name

Jurisdiction

Landen, Wells & Associates, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Landen, Wells & Associates, Inc.

Michigan

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the earlier of the date the Articles of Merger are filed with the Florida Department of State or December 31, 2001.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ON ONE STATEMENT)
The Plan of Merger was adopted by the shareholders and by the board of directors of the surviving corporation on December 12, 2001.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ON ONE STATEMENT)
The Plan of Merger was adopted by the shareholders and by the board of directors of the merging corporation(s) on December 12, 2001.

Seventh: SIGNATURES FOR EACH CORPORATION

Landen, Wells & Associates, Inc.,
a Michigan Corporation

By: Gayle A. Landen
Gayle A. Landen, President

Landen, Wells & Associates, Inc.,
a Florida Corporation

By: Gayle A. Landen
Gayle A. Landen, President

PLAN OF MERGER
(Non Subsidiaries)

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:

<u>Name</u>	<u>Jurisdiction</u>
Landen, Wells & Associates, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Landen, Wells & Associates, Inc.	Michigan

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

- 3.1 The Articles of Incorporation of the surviving corporation shall not be changed as a result of the merger.
- 3.2 On the Effective Date, the separate existence of the merging corporation shall cease, and the surviving corporation shall be fully vested in the merging corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities and duties, all as more particularly set forth in section 607.1106, F.S.

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, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property as follows:

- 4.1 Upon the Effective Date, the 40,000 shares of the merging corporation's common stock that are issued and outstanding at that time shall without more be converted into and exchanged for 800 of the surviving company. Each share of the surviving corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the surviving corporation's stock.
- 4.2 All shares of the surviving company; stock into which shares of the merging corporations stock shall have been converted and exchangeable for under this plan shall be deemed to have been paid in full satisfaction of such converted shares.

Fifth: Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, the merging corporation and surviving corporation shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the surviving corporation to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be December 31, 2001.