

P02000019756

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

December 13, 2005

Amendment Section
Division of Corporation
P.O Box 6327
Tallahassee, FL 32314

RE: **Shoff Insurance, Inc.**
Document Number: **P02000019756**

Dear Sir or Madam:

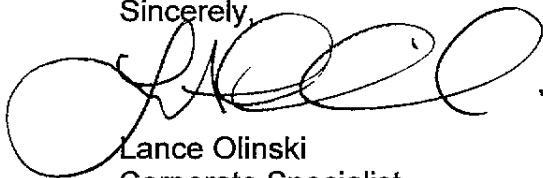
The enclosed "Articles of Merger" for the above named corporation and check in the amount of \$70.00 (Filing Fee) are submitted.

Please return all correspondence concerning this matter to the following:

ALRON ENTERPRISES, INC.
3990 Minton Road
W Melbourne, FL 32904

For further information concerning this matter, please call: Lance Olinski at (321) 951-7626.

Sincerely,

A handwritten signature in black ink, appearing to read "Lance Olinski", with a large circular flourish at the end.

Lance Olinski
Corporate Specialist

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, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SHOFF INSURANCE, INC.	FLORIDA	P02000019756

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ROBERT M. SHOFF, INC.	FLORIDA	P00000024094
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 30, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 30, 2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

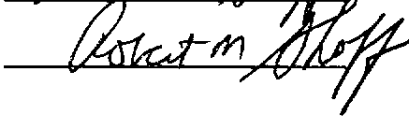
Typed or Printed Name of Individual & Title

SHOFF INSURANCE, INC.



ROBERT M. SHOFF, PRESIDENT

ROBERT M. SHOFF, INC.



ROBERT M. SHOFF, PRESIDENT

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

SHOFF INSURANCE, INC.

FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

ROBERT M. SHOFF, INC.

FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THE MERGER AND THE PERFORMANCE OF THE MERGER, BY EACH AND ALL OF THE PART ENTITIES MENTIONED IN THE MERGER WERE DULY AUTHORIZED BY ALL ACTION REQUIRED BY THE LAWS UNDER WHICH EACH WAS INCORPORATED AND ORGANIZED AND BY ITS CONTITUENT DOCUMENTS, TO WHICH REPRESENTATION THE SIGNEES DULY CERTIFIES AND ATTESTS TO THE MERGER.

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 of each corporation into 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 are as follows:

(Attach additional sheets if necessary)

ROBERT M. SHOFF, INC.
Will merge with and into
SHOFF INSURANCE, INC.

PLAN OF MERGER ATTACHMENT

Fourth

THE MANNER AND BASIS OF CONVERTING THE INTERESTS, SHARES, AND OBLIGATIONS, ROBERT M. SHOFF WITH A BASIS OF 510 SHARES OF COMMON STOCK IN ROBERT M. SHOFF, INC. FOR CONSIDERATION OF FIVE HUNDRED AND TEN DOLLARS AND NO CENTS (\$510.00) MADE PAYABLE TO ROBERT M. SHOFF FROM SHOFF INSURANCE, INC.

THE MANNER AND BASIS OF CONVERTING RIGHTS TO ACQUIRE INTERESTS, SHARES, AND OBLIGATIONS OF EACH MERGED PARTY INTO THE RIGHTS INTERESTS, SHARES, AND OBLIGATIONS OF THE SURVIVING ENTITY WERE UNANIMOUSLY VOTED UPON IN THE SPECIAL MEETING OF STOCKHOLDERS AND BOARD OF DIRECTORS OF SHOFF INSURANCE, INC. HELD AT 1801 SARNO ROAD SUITE 2, MELBOURNE, FLORIDA 32940 ON NOVEMBER 30, 2005.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: