

Division of Corporations

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PD2000070362

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN,
Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 366-5109

EFFECTIVE DATE

6-30-02

MERGER OR SHARE EXCHANGE

JOHN A. KENNEDY & ASSOCIATES, INC.

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

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DIVISION OF CORPORATIONS

02 JUN 25 AM 11:32 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA 02 JUN 25 PM 4:18

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6/25/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

JOHN A. KENNEDY & ASSOCIATES, INC., an Illinois corp., F97000000228

INTO

JOHN A. KENNEDY & ASSOCIATES, INC., a Florida entity, P02000070362

File date: June 25, 2002, effective June 30, 2002

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 26, 2002

JOHN A. KENNEDY & ASSOCIATES, INC.
7678 FIFTEENTH ST E
SARASOTA, FL 34243

SUBJECT: JOHN A. KENNEDY & ASSOCIATES, INC.
REF: P02000070362

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 DATE OF ADOPTION OR APPROVAL IN #4 OF THE ARTICLES OF MERGER CAN NOT BE ON JUNE 30, 2002. THE MERGER MUST BE ADOPTED BEFORE OR ON THE DATE OF RECEIPT IN THIS OFFICE. THE EFFECTIVE DATE MAY BE JUNE 30 BUT NOT THE DATE OF ADOPTION OR THE DATE OF SIGNING.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: E02000157320
Letter Number: 502A00040984

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02 JUN 25 AM 11:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
JOHN A. KENNEDY & ASSOCIATES, INC.,
an Illinois corporation,
INTO
JOHN A. KENNEDY & ASSOCIATES, INC.,
a Florida corporation**

~~RECEIVED~~ DATE

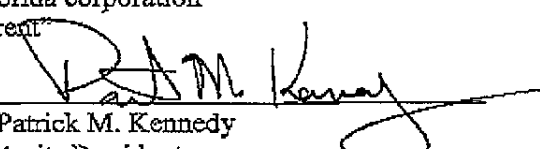
6/30/02

John A. Kennedy & Associates, Inc., a Florida corporation (herein called "Parent"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of John A. Kennedy & Associates, Inc., a Illinois corporation (herein called "Subsidiary"), with and into Parent. Parent shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger is the close of business on June 30, 2002.
3. Action by the shareholders of Parent on this Plan of Merger is not required because the Articles of Incorporation of Parent will not differ from its Articles before the merger, and each shareholder of Parent, whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the merger.
4. The foregoing Plan of Merger was approved by the Board of Directors of Parent by written consent of its sole director ~~effective as of June 30, 2002.~~

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

JOHN A. KENNEDY & ASSOCIATES, INC.
a Florida corporation
"Parent"

By: 
Patrick M. Kennedy
As its President

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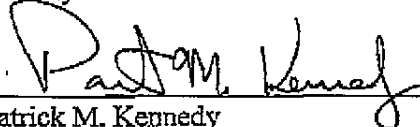
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JOHN A. KENNEDY & ASSOCIATES, INC., an
Illinois corporation
"Subsidiary"

By:


Patrick M. Kennedy
As its President

WGL-479353.1

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**PLAN OF MERGER
OF
JOHN A. KENNEDY & ASSOCIATES, INC.,
an Illinois corporation,
INTO
JOHN A. KENNEDY & ASSOCIATES, INC.,
a Florida corporation**

Merger between John A. Kennedy & Associates, Inc., a Florida corporation (the "Parent"), and John A. Kennedy & Associates, Inc., an Illinois corporation (the "Subsidiary") (collectively the "Constituent Corporations"). This merger is being effected under this Plan of Merger ("Plan") in accordance with Sections 11.05, 11.30 and 11.35 of the Illinois Business Corporation Act and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act.

1. Ownership. Parent owns all of the issued and outstanding shares of common stock of Subsidiary, which are 100 shares of common stock, \$10.00 par value.

2. Merger and Effective Date. As of the close of business on June 30, 2002 (herein called the "Effective Date"), Subsidiary shall merge with and into Parent, which shall be the surviving corporation, and the separate existence of Subsidiary shall cease.

3. Articles of Incorporation. The Articles of Incorporation of Parent, as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Parent from and after the Effective Date until further amended as permitted by law.

4. Shareholders of the Constituent Corporations. On the Effective Date, each share of Subsidiary's common stock that shall be issued and outstanding at that time shall without more be cancelled. Each share of Parent's stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of Parent's stock.

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5. Satisfaction of Rights of Subsidiary Shareholders. Since the only shareholder of Subsidiary is Parent, there are no dissenting shareholders and no notice to dissenting shareholders is necessary. The sole shareholder has waived the requirement of mailing a copy or summary of the Plan of Merger to each shareholder.

6. Effect of Merger. On the Effective Date, the separate existence of Subsidiary shall cease, and Parent shall be fully vested in Subsidiary's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Florida Business Corporation Act and §11.50 of the Illinois Business Corporation Act.

7. Supplemental Action. If at any time after the Effective Date, Parent shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Parent or Subsidiary, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Parent, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Parent, or to otherwise carry out the provisions of this Plan.

8. Filing with the Florida Secretary of State and Effective Date. On or prior to the Effective Date, Subsidiary and Parent shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger as appropriate, and on 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 Parent to the Florida Secretary of State and the Illinois Secretary of State.

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9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations.

JOHN A. KENNEDY & ASSOCIATES,
INC.
a Florida corporation
"Parent"

Dated effective as of June 30, 2002.

By: 
Its President

JOHN A. KENNEDY & ASSOCIATES,
INC.
an Illinois corporation
"Subsidiary"

By: 
Its President

WGL-479354.1

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