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MERGER OR SHARE EXCHANGE

Merrill and Pastor, Architects, P.A.

Certificate of Status	1
Certified Copy	1
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Merrill
Pastor
7/30/02
(9)

ARTICLES OF MERGER
Merger Sheet

MERGING:

SCOTT MERRILL, ARCHITECT, P.A., a Florida corporation, document number
V72086

GEORGE PASTOR, ARCHITECT, P.A., a Florida corporation, document number
P98000002651

DAVID T. COLGAN, ARCHITECT, P.C., a Georgia corporation not qualified in
Florida

INTO

MERRILL AND PASTOR, ARCHITECTS, P.A., a Florida entity, P02000081498

File date: July 30, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER**OF**

SCOTT MERRILL, ARCHITECT, P.A., a Florida Corporation;
GEORGE PASTOR, ARCHITECT, P.A., a Florida Corporation; and
DAVID T. COLGAN, ARCHITECT, P.C., a Georgia Corporation

INTO

MERRILL AND PASTOR, ARCHITECTS, P.A., a Florida Corporation

FILED
02 JUL 30 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger between **SCOTT MERRILL, ARCHITECT, P.A., a Florida corporation;** **GEORGE PASTOR, ARCHITECT, P.A., a Florida corporation;** **DAVID T. COLGAN, ARCHITECT, P.C., a Georgia corporation;** and **MERRILL AND PASTOR, ARCHITECTS, P.A., a Florida corporation.** Under §607.1105 of the Florida Business Corporation Act ("Act"), **SCOTT MERRILL, ARCHITECT, P.A.; GEORGE PASTOR, ARCHITECT, P.A.; DAVID T. COLGAN, ARCHITECT, P.C.; and MERRILL AND PASTOR, ARCHITECTS, P.A., a Florida corporation** adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated July 24, 2002, between **SCOTT MERRILL, ARCHITECT, P.A.; GEORGE PASTOR, ARCHITECT, P.A.; DAVID T. COLGAN, ARCHITECT, P.C.; and MERRILL AND PASTOR, ARCHITECTS, P.A.;** was approved and adopted by the shareholder of **SCOTT MERRILL, ARCHITECT, P.A.,** on July 23, 2002, adopted by the shareholder of **GEORGE PASTOR, ARCHITECT, P.A.** on July 23, 2002, adopted by the shareholder of **DAVID T. COLGAN, ARCHITECT, P.C.** on July 24, 2002, and adopted by the shareholders of **MERRILL AND PASTOR, ARCHITECTS, P.A.,** on July 23, 2002.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of **SCOTT MERRILL, ARCHITECT, P.A.; GEORGE PASTOR, ARCHITECT, P.A.; and DAVID T. COLGAN, ARCHITECT, P.C.** stock will be acquired by means of a merger of **SCOTT MERRILL, ARCHITECT, P.A.; GEORGE PASTOR, ARCHITECT, P.A.; and DAVID T. COLGAN, ARCHITECT, P.C.** into

Richard B. Candler
Florida Bar No. 0510040
3111 Cardinal Drive
Vero Beach, FL 32963

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MERRILL AND PASTOR, ARCHITECTS, P.A., with **MERRILL AND PASTOR, ARCHITECTS, P.A.**, a Florida corporation continuing as the surviving corporation.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference into these Articles of Merger.

4. Under §607.1105(1)(b) of the Act, the merger shall become effective upon the filing of these articles with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 24 day of July, 2002.

MERRILL AND PASTOR, ARCHITECTS, P.A., a Florida Corporation

By: 

SCOTT MERRILL, President

Attest: 

DAVID T. COLGAN, Secretary

SCOTT MERRILL, ARCHITECT, P.A., a Florida Corporation

By: 

SCOTT MERRILL, President

Attest: 

SCOTT MERRILL, Secretary

GEORGE PASTOR, ARCHITECT, P.A., a Florida Corporation

By: 

GEORGE PASTOR, President

Attest: 

GEORGE PASTOR, Secretary

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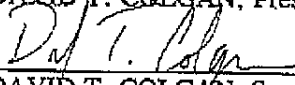
O'HAIRE, QUINN, CANDLER

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DAVID T. COLGAN, ARCHITECT, P.C.,
a Georgia Corporation

By: 
DAVID T. COLGAN, President

Attest: 
DAVID T. COLGAN, Secretary

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AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated the 24th day of July, 2002, by and between Scott Merrill, Architect, P.A., a Florida corporation ("MERRILL"); George Pastor, Architect, P.A., a Florida corporation ("PASTOR"); David T. Colgan, Architect, P.C., a Georgia corporation ("COLGAN"); and Merrill and Pastor, Architects, P.A., a Florida corporation, ("ARCHITECTS").

WHEREAS:

1. The Boards of Directors of MERRILL, PASTOR, COLGAN and ARCHITECTS have resolved that MERRILL, PASTOR and COLGAN be merged and pursuant to the Business Corporation Law of the State of Georgia and the Business Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, ARCHITECTS, which shall be the surviving corporation (this corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code;

2. The authorized capital stock of MERRILL consists of 1000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "MERRILL Common Stock"), of which 100 shares are issued and outstanding;

3. The authorized capital stock of PASTOR consists of 1000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "PASTOR Common Stock"), of which 100 shares are issued and outstanding;

4. The authorized capital stock of COLGAN consists of 1000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "COLGAN Common Stock"), of which 1000 shares are issued and outstanding;

5. The authorized capital stock of ARCHITECTS consists of 1000 shares of Common Stock with a par value of \$.01 per share (hereinafter called "ARCHITECTS Common Stock"), no shares of which are issued and outstanding; and

6. The respective Boards of Directors of MERRILL, PASTOR, COLGAN and ARCHITECTS have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Business Corporation Law of the State of Georgia and the Business Corporation Law of the State of Florida that MERRILL, PASTOR and COLGAN shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, ARCHITECTS, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger.

1.1 MERRILL and PASTOR Stockholders' Meeting. MERRILL, and PASTOR shall each call

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a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of Florida at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, or consent to, among other matters, adoption of this Agreement.

1.2 COLGAN Stockholders' Meeting. COLGAN shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of Georgia at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, or consent to, among other matters, adoption of this Agreement.

1.3 Action by Stockholders of ARCHITECTS. On or before July 31, 2002, the stockholders of ARCHITECTS, shall adopt and consent to this Agreement in accordance with the Business Corporation Law of the State of Florida.

1.3 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of MERRILL, PASTOR, COLGAN and ARCHITECTS in accordance with the Business Corporation Law of the State of Georgia and the Business Corporation Law of the State of Florida, and (b) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Business Corporation Law of the State of Georgia and the Business Corporation Law of the State of Florida. These filings shall be made on the same day or as close to one another as is practical. The Merger shall become effective upon such filing in Florida and Georgia, the date and time herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of MERRILL, PASTOR and COLGAN shall cease, and MERRILL, PASTOR and COLGAN shall be merged into ARCHITECTS which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of MERRILL, PASTOR and COLGAN; and all and singular, the rights, privileges, powers, and franchises of MERRILL, PASTOR and COLGAN, and all property, real, personal, and mixed, and all debts due to MERRILL, PASTOR and COLGAN on whatever account, as well for stock subscriptions and all other things in action or belonging to MERRILL, PASTOR and COLGAN, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of MERRILL, PASTOR and COLGAN, and the title to any real estate vested by deed or otherwise, under the laws of Georgia or Florida or any other jurisdiction, in MERRILL, PASTOR and COLGAN, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of MERRILL, PASTOR and COLGAN shall be preserved unimpaired, and all debts, liabilities, and duties of MERRILL, PASTOR and COLGAN shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of MERRILL, PASTOR and COLGAN or the corresponding officers of the Surviving Corporation, may, in the name of MERRILL, PASTOR and COLGAN, execute and deliver all proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all MERRILL, PASTOR and COLGAN's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Articles of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the

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Effective Date shall be Merrill and Pastor, Architects, P.A., a Florida corporation.

2.2 Articles of Incorporation. The Articles of Incorporation of ARCHITECTS as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of ARCHITECTS, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of MERRILL, PASTOR and COLGAN and the nature and amount of securities of ARCHITECTS which the holders of shares of MERRILL, PASTOR and COLGAN Common Stock are to receive in exchange for such shares are as follows:

3.1 MERRILL Common Stock. Each share of MERRILL Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into Six and Six-Tenths (6.60) fully paid shares of ARCHITECTS Common Stock, and outstanding certificates representing shares of MERRILL Common Stock shall thereafter represent shares of ARCHITECTS Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 PASTOR Common Stock. Each share of PASTOR Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into Three and Three-Tenths (3.30) fully paid shares of ARCHITECTS Common Stock, and outstanding certificates representing shares of PASTOR Common Stock shall thereafter represent shares of ARCHITECTS Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.3 COLGAN Common Stock. Every One Hundred (100) shares of COLGAN Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into One (1.0) fully paid share of ARCHITECTS Common Stock, and outstanding certificates representing shares of COLGAN Common Stock shall thereafter represent shares of ARCHITECTS Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

4. Miscellaneous

4.1. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of MERRILL, PASTOR or COLGAN, if the Board of Directors of MERRILL, PASTOR or COLGAN or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.


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4.2. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

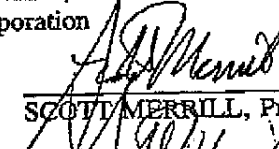
IN WITNESS WHEREOF, this Agreement has been executed by Scott Merrill, Architect, P.A., a Florida corporation; George Pastor, Architect, P.A., a Florida corporation; and David T. Colgan, Architect, P.C., a Georgia corporation and Merrill and Pastor, Architects, P.A., a Florida corporation all on the date first above written.

MERRILL AND PASTOR,
ARCHITECTS, P.A., a Florida
Corporation

By: 
SCOTT MERRILL, President

Attest: 
DAVID T. COLGAN, Secretary


SCOTT MERRILL, ARCHITECT, P.A.,
a Florida Corporation

By: 
SCOTT MERRILL, President


Attest: 
SCOTT MERRILL, Secretary

GEORGE PASTOR, ARCHITECT, P.A.,
a Florida Corporation

By: 
GEORGE PASTOR, President

Attest: 
GEORGE PASTOR, Secretary

DAVID T. COLGAN, ARCHITECT, P.C.,
a Georgia Corporation

By: 
DAVID T. COLGAN, President

Attest: 
DAVID T. COLGAN, Secretary

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