

P02000113799

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MERGER OR SHARE EXCHANGE

J.B. WILLIAMS & ASSOCIATES, INC.

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3/19/04
merger
of

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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Fla. Stat.

FIRST: The name and jurisdiction of the surviving corporation: J.B. Williams & Associates, Inc., a Florida corporation bearing Document Number P02000113799.

SECOND: The name and jurisdiction of each merging corporation:

J.B. Williams & Associates, Inc., a Florida corporation bearing Document Number: P02000113799; and

J.B. Williams & Associates, Inc., an Ohio corporation, bearing Ohio Charter Number 784614.

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.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on 02/24/, 2004.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on 02/24/, 2004.

J.B. WILLIAMS & ASSOCIATES, INC.
a Florida Corporation

By 

Joe B. Williams, President

J.B. WILLIAMS & ASSOCIATES, INC.
an Ohio Corporation

By 

Joe B. Williams, President

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PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Fla. Stat. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation: J.B. Williams & Associates, Inc., a Florida corporation.

SECOND: The name and jurisdiction of each merging corporation:

J.B. WILLIAMS & ASSOCIATES, INC., a Florida corporation; and
J.B. WILLIAMS & ASSOCIATES, INC., an Ohio corporation.

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

Each shareholder of the merging corporation will receive shares in the surviving corporation in an amount equal to the number of shares they currently own in the merging corporation.

Each current shareholder of the surviving corporation shall retain their currently existing shares.

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:

All shares of the merging corporation shall be redeemed by the merging corporation and the surviving corporation shall simultaneously issue an equal number of shares to those shareholders.

Dated: 02/24, 2004

J.B. WILLIAMS & ASSOCIATES, INC.
a Florida Corporation

By 
Joe B. Williams, President

J.B. WILLIAMS & ASSOCIATES, INC.
an Ohio Corporation

By 
Joe B. Williams, President

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