

P03000002491

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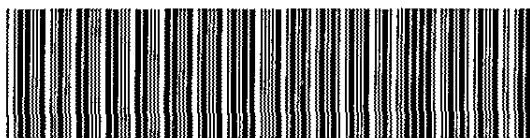
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RECEIVED
03 JAN 21 AM 9:29
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 JAN 21 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN JAN 21 2003

CT CORPORATION

January 20, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5771088 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Herrig Merger Corp. (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HERRIG AND HERRIG FINANCIAL SERVICES OF FLORIDA, INC., a Florida
entity, P98000080717

INTO

HERRIG MERGER CORP., a Florida entity, P03000002491.

File date: January 21, 2003

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
HERRIG AND HERRIG FINANCIAL SERVICES OF FLORIDA, INC.
INTO
HERRIG MERGER CORP.**

FILED
03 JAN 21 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The surviving corporation is Herrig Merger Corp., a Florida corporation (the "Surviving Corporation").

SECOND: The merging corporation is Herrig and Herrig Financial Services of Florida, Inc., a Florida corporation (the "Merging Corporation").

THIRD: The Plan of Merger is attached and made apart hereto.


FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State ("Effective Time").

FIFTH: The Plan of Merger was adopted by Board of Directors of the Surviving Corporation on January 9, 2003 and was approved by the shareholders on January 9, 2003.


SIXTH: The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on January 9, 2003 and was approved by the sole shareholder on January 9, 2003.

Dated :January 9, 2003.

HERRIG MERGER CORP.


Michael Goldman
Vice President

**HERRIG AND HERRIG FINANCIAL
SERVICES OF FLORIDA, INC.**


Name: Larry T. Herrig
Title: President

**PLAN OF MERGER
OF
HERRIG AND HERRIG FINANCIAL SERVICES OF FLORIDA, INC.
INTO
HERRIG MERGER CORP.**

The following plan of merger is submitted in compliance with section 607.1101, F.S:

First: The surviving corporation is Herrig Merger Corp., a Florida corporation (the "Surviving Corporation").

Second: The merging corporation is Herrig and Herrig Financial Services of Florida, Inc., a Florida corporation (the "Merging Corporation").

Third: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State ("Effective Time").

Fourth: Each share of common stock of Merging Corporation issued and outstanding at the Effective Time shall be converted into one share of common stock of the Surviving Corporation. Such newly issued shares shall constitute all of the issued and outstanding capital stock of the Surviving Corporation.

Fifth: Each share of common stock of Merging Corporation issued and outstanding at the Effective Time shall be converted into one share of common stock of the Surviving Corporation. Such newly issued shares shall constitute all of the issued and outstanding capital stock of the Surviving Corporation. All shares of the Surviving Corporation, by virtue of the merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be cancelled and retired and shall cease to exist, and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares.

Fifth: At the Effective Time, (i) the Certificate of Incorporation of Herrig Merger Corp. in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation and, (ii) the By-laws of Herrig Merger Corp. in effect prior to the Effective Time shall be the By-laws of the Surviving Corporation, in each case until amended in accordance with applicable law.