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TALLAHASSEE, FLORIDA

merger
T. Lewis 4/18/03

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May 27, 2003

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

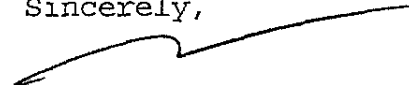
Re: **Merger of Lloyd, Turco & Pierce, P.A.
into Lloyd Family Enterprises**

Gentlemen:

Please find enclosed for filing Articles of Merger with attached Plan of Merger for the above-referenced corporations, along with our check in the amount of \$70.00 as filing fee. I do not require a certified copy at this time.

Thank you in advance for your cooperation in processing this paperwork.

Sincerely,



R. N. Koblegard, III

RNK:smb

Encs.

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TALLAHASSEE, FLORIDA

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Lloyd Family Enterprises Incorporated	FL	P03000023637

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Lloyd, Turco & Pierce, Professional Association	FL	627700

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: Adoption of Merger by surviving corporation -

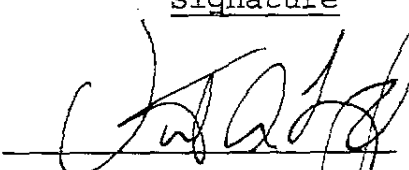
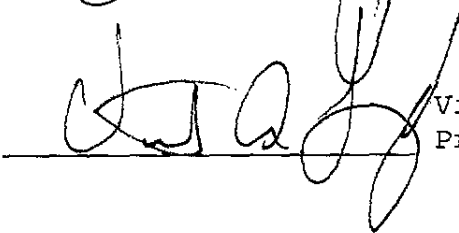
The Plan of Merger was adopted by the board of directors of the surviving corporation on March 18, 2003, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation -

The Plan of Merger was adopted by the board of directors of the

merging corporation on March 18, 2003, and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Lloyd Family Enterprises Incorporated		Vincent A. Lloyd, President
Lloyd, Turco & Pierce, Professional Association		Vincent A. Lloyd, President

PLAN OF MERGER

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Lloyd Family Enterprises Incorporated	FL

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Lloyd, Turco & Pierce, Professional Association	FL

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

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

2. On the Effective Date, the separate existence of the merging corporation shall cease, and the surviving corporation shall be fully vested in the merging corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106, F. S.

3. If at any time after the Effective Date the surviving corporation 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 the surviving corporation or the merging corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the surviving corporation, any and all property conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts to vest, perfect, confirm or record

such title thereto in the surviving corporation, or to otherwise carry out the provisions of this Plan.

4. The merging corporation and the surviving corporation shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement 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 the surviving corporation to the Florida Secretary of State. In accordance with Section 607.1105(1)(b), F.S., the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles of Merger.

5. Any of the terms or conditions of this Plan may be waived at any time by either the surviving corporation or the merging corporation 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 surviving and merging 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 Section 607.1103, F.S.

6. 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 the surviving and merging corporations, notwithstanding favorable action by the shareholders of the surviving and merging corporations.

Fourth: The manner and basis of converting the shares of the merging 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:

1. On the Effective Date, each share of the merging corporation's common stock that shall be issued and outstanding at that time shall be converted into and changed for one (1) share of the surviving corporation's stock, in accordance with this Plan. Each share of the surviving corporation's stock that

is issued and outstanding on the Effective Date shall continue as outstanding shares of the surviving corporation's stock.

2. All shares of the surviving corporation's stock into which shares of the merging corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. Fractional shares of the surviving corporation's stock will not be issued. Former holders of the merging corporation's stock who would be entitled to receive fractional shares of the surviving corporation's stock on the Effective Date shall receive cash in an amount determined as follows: _____
not applicable
