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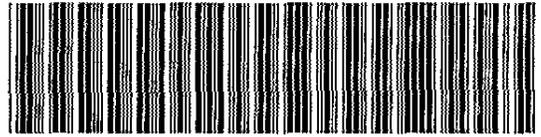
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Merger & Name Change

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Merger

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
11/26/03

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 NOV 25 AM 11:38

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
FINANCIAL PSYCHOLOGY CORPORATION
a Nevada corporation,

INTO

CENTER FOR FAMILY FINANCE, INC.,
a Florida corporation

Pursuant to Section 607.1109 of the Florida Statutes, the undersigned corporations, FINANCIAL PSYCHOLOGY CORPORATION, a Nevada corporation, and the CENTER FOR FAMILY FINANCE, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging FINANCIAL PSYCHOLOGY CORPORATION into the CENTER FOR FAMILY FINANCE, INC.:

1. Plan of Merger. The Plan of Merger setting forth the terms and conditions of the merger of FINANCIAL PSYCHOLOGY CORPORATION into CENTER FOR FAMILY FINANCE, INC., is attached to these Articles as an exhibit and is hereby incorporated herein by this reference.

2. Adoption of Plan by Financial Psychology Corporation. The Plan of Merger was unanimously approved in writing by the directors and shareholders of FINANCIAL PSYCHOLOGY CORPORATION in lieu of special meetings for that purpose, such writing dated as of November 20, 2003.

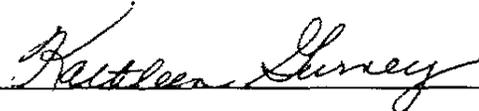
3. Adoption of Plan by Center For Family Finance, Inc. The Plan of Merger was approved in writing by the directors and shareholders of CENTER FOR FAMILY FINANCE, INC., in lieu of special meetings for that purpose, such writing dated as of November 21, 2003.

4. Effective Date. The Plan of Merger shall be effective November 30, 2003.

5. Foreign Law. The laws of the State of Nevada, the jurisdiction of organization of FINANCIAL PSYCHOLOGY CORPORATION, permit the merger contemplated by the Plan of Merger, and the laws of the State of Nevada on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Nevada will have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of 11-21, 2003.

FINANCIAL PSYCHOLOGY CORPORATION
a Nevada corporation

By: 
KATHLEEN GURNEY
(Print Name)

Its: President

CENTER FOR FAMILY FINANCE, INC.
a Florida corporation

By: 
KATHLEEN GURNEY

Its: President

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PLAN OF MERGER

This agreement is made between CENTER FOR FAMILY FINANCE, INC., a Florida corporation, and FINANCIAL PSYCHOLOGY CORPORATION, a Nevada corporation, the corporations being sometimes hereafter collectively referred to as the "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that FINANCIAL PSYCHOLOGY CORPORATION, a Nevada corporation, (the "Disappearing Corporation"), be merged with and into CENTER FOR FAMILY FINANCE, INC., a Florida corporation (the "Surviving Corporation"), and desire to merge the two corporations under the laws of the State of Florida and under the laws of the State of Nevada, as applicable, in the manner provided therefore pursuant to those laws.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Agreement to Merge. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

2. Name of Merged Corporation. The name of the Surviving Corporation shall be changed to "FINANCIAL PSYCHOLOGY CORPORATION."

3. Place of Office of Surviving Corporation. The place in Florida where the principal office of the Surviving Corporation is to be located is 1201 Southview Drive, Sarasota, Florida 34242.

4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

5. Authorized Shares of Corporations. The present number of shares which the Disappearing Corporation is authorized to issue is 2,500 shares of no par voting common stock, of which 2,000 shares are now issued and outstanding. The present number of shares which the

Surviving Corporation is authorized to issue is 7,500 shares of \$1.00 par voting common stock, of which 100 shares are now issued and outstanding.

6. Directors. The present directors of the Surviving Corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. Mode of Effecting Merger. All outstanding shares of the Disappearing Cooperation shall be cancelled as of the Effective Date defined below.

8. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interests. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation. All debts, liabilities and duties of the Disappearing Corporation shall become those of the Surviving Corporation.

9. Articles of Incorporation. The Articles of Incorporation of the CENTER FOR FAMILY FINANCE, INC., shall be the articles of the Surviving Corporation, until amended as provided by law.

10. Amendment to Articles of Incorporation. The Articles of Incorporation for the Surviving Corporation, CENTER FOR FAMILY FINANCE, INC., shall be amended to change its name to "FINANCIAL PSYCHOLOGY CORPORATION."

11. Bylaws. The Bylaws of CENTER FOR FAMILY FINANCE, INC., shall be the Bylaws of the Surviving Corporation, until amended as provided by law.

12. Effective Date of Plan. This Plan of Merger shall become effective when this Plan, or other such other appropriate certificate, has been filed with the Florida Department of State in the manner provided by law (the "Effective Date").

13. Directors' Rights to Abandon Merger. The Board of Directors of each of the Constituent Corporations shall have the power of its discretion to abandon the merger provided for

herein prior to the filing of this agreement provided such Corporation has such power under the law applicable to it prior to the effective date.

14. Nevada Provisions. The following additional provisions are included for compliance with Nevada law:

I.

NAME, ADDRESS, JURISDICTION OF ORGANIZATION,
AND GOVERNING LAW OF EACH CONSTITUENT ENTITY

A. Surviving Corporation. The name of the Surviving Corporation is Center for Family Finance, Inc., a Florida corporation. The address of the Surviving Corporation is c/o Matthew B. Mayper, Esq., Ferguson, Skipper, Shaw, Keyser, Baron & Tirabassi, P.A., 1515 Ringling Boulevard, Sarasota, Florida 34236. The place of organization and governing law of the Surviving Corporation is the State of Florida.

B. Disappearing Corporation. The name of the Disappearing Corporation is Financial Psychology Corporation, a Nevada corporation. The address of the Disappearing Corporation is c/o Kurt O. Hunsberger, Esq., Walther, Key, Maupin, Oats, Cox & LeGoy, 3500 Lakeside Court, Suite 200, P.O. Box 30000, Reno, Nevada 89520. The place of organization and governing law of the Disappearing Corporation is the State of Nevada.

II.

NAME, JURISDICTION OF ORGANIZATION, AND TYPE OF ENTITY
SURVIVING THE MERGER

The name of the entity surviving the merger is "Center for Family Finance, Inc.," a Florida corporation. The surviving entity's jurisdiction of organization is the State of Florida, and it is a corporation organized pursuant to Chapter 607 of the Florida Statutes. As noted

above, the name of the Surviving Entity shall be changed from Center for Family Finance, Inc. to Financial Psychology Corporation.

III.

TERMS AND CONDITIONS OF MERGER AND EFFECTIVE DATE

A. Terms and Conditions. The Disappearing Corporation shall be merged with and into the Surviving Corporation, to exist and be governed by the laws of the State of Florida. The name of the Surviving Corporation, currently CENTER FOR FAMILY FINANCE, INC., shall be FINANCIAL PSYCHOLOGY CORPORATION, a Florida corporation. The separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Disappearing Corporation, and shall be subject to all the debts and liabilities, in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens upon the property of the Disappearing Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the merger. The Surviving Corporation will carry on business with the assets of the Disappearing Corporation, as well as with the assets of the Surviving Corporation.

B. Effective Date. The effective date of the merger shall be the close of business on November 30, 2003.

IV.

NO CONVERSION OF INTERESTS REQUIRED

The shareholders of the Disappearing Corporation are the only shareholders of the Surviving Corporation. It is intended that the shareholders will own an identical interest in each entity. Accordingly, immediately after the merger, the shareholders of the Disappearing

Corporation will surrender their shares of stock in the Disappearing Corporation, and in exchange, receive an identical interest in the Surviving Corporation.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations, on the date indicated below.

CENTER FOR FAMILY FINANCE, INC.
a Florida corporation

By: *Kathleen Gurney*
KATHLEEN GURNEY
Its: President

Dated: 11/21, 2003

By: *Melvyn Srybnik*
MELVYN SRYBNIK
Its: Secretary

Dated: 11/21/03, 2003

(CORPORATE SEAL)

“Surviving Corporation”

FINANCIAL PSYCHOLOGY CORPORATION
a Nevada corporation

By: *Kathleen Gurney*
KATHLEEN GURNEY
(Print Name)

Its: President

Dated: 11-21, 2003

By: *Melvyn Strybnik*
MELVYN STRYBNIK
(Print Name)

Its: Secretary

Dated: 11/21, 2003

(CORPORATE SEAL)

"Disappearing Corporation"

CERTIFICATE

The undersigned, in their capacities as President and Secretary of CENTER FOR FAMILY FINANCE, INC., a Florida corporation, do hereby certify:

1. That, pursuant to the provisions of Florida Statutes Chapter 607, the Directors of CENTER FOR FAMILY FINANCE, INC., a Florida corporation, consented in writing on November 21, 2003, to the adoption of the foregoing Plan of Merger.

2. That, pursuant to the provisions of Florida Statutes Chapter 607, the shareholders of CENTER FOR FAMILY FINANCE, INC., a Florida corporation, consented in writing on November 21, 2003, to the adoption of the foregoing Plan of Merger and authorized the President and Secretary of said corporation to execute the agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands on 11/21, 2003.

CENTER FOR FAMILY FINANCE, INC.
a Florida corporation

By: Kathleen Gurney
KATHLEEN GURNEY
Its: President

By: Melvyn Srybnik
MELVYN SR YBNIK
Its: Secretary

(CORPORATE SEAL)

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