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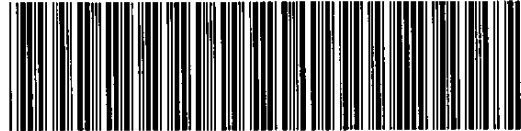
(Business Entity Name)

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DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA

Morgan

S. G. Sullivan JAN 24 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Gulf Atlantic Financial, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

H. Russell Spivey, Jr.

(Contact Person)

Gulf Atlantic Financial, Inc.

(Firm/Company)

2931 Kerry Forest Parkway, Suite 100

(Address)

Tallahassee, FL 32309

(City/State and Zip Code)

For further information concerning this matter, please call:

H. Russell Spivey, Jr.

(Name of Contact Person)

At (850) 894-8945

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

(Profit Corporations)

First: The name and jurisdiction of the **surviving** corporation:

Second: The name and jurisdiction of each **merging** corporation:

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.

OR 1 / 24 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 31, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 31, 2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 31, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 31, 2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

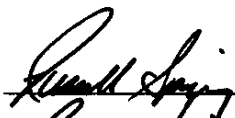
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

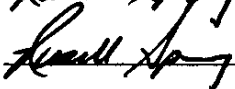
Typed or Printed Name of Individual & Title

Gulf Atlantic Financial, Inc.



H. Russell Spivey, Jr., President/CEO

Spivey & Company, Inc.



H. Russell Spivey, Jr., President/CEO

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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>
<u>Gulf Atlantic Financial, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Spivey & Company, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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Third: The terms and conditions of the merger are as follows:

Gulf Atlantic Financial, Inc. and Spivey & Company, Inc. will merge with Gulf Atlantic Financial, Inc. being the surviving entity for the purpose of consolidating operations and changing the name of the Spivey & Company to Gulf Atlantic Financial, Inc.

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:

Both entities (Gulf Atlantic Financial, Inc. "Gulf Atlantic" and Spivey & Company, Inc., "Spivey") are 100% owned by H. Russell Spivey, Jr.. All Spivey shares will be exchanged with Gulf Atlantic shares and all obligations of Spivey will be assumed by Gulf Atlantic.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Gulf Atlantic Financial, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Spivey & Company, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Both entities (Gulf Atlantic Financial, Inc, "Gulf Atlantic" and Spivey & Company, Inc., "Spivey")) are 100% owned by H. Russell Spivey, Jr.. All Spivey shares will be exchanged with Gulf Atlantic shares and all obligations of Spivey will be assumed by Gulf Atlantic.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A