

P050000011853

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000020104 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JAN 27 PM 3:04

FILED

RECEIVED

05 JAN 27 AM

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
ESTATE LIFE INSURANCE AGENCY, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 27, 2005

ESTATE LIFE INSURANCE AGENCY, INC.
POST OFFICE BOX 30968
PALM BEACH GARDENS, FL 33420SUBJECT: ESTATE LIFE INSURANCE AGENCY, INC.
REF: P05000011853

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document SpecialistFAX Aud. #: H05000020104
Letter Number: 605A00005752

FILED
05 JAN 27 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105 Florida Statutes.

ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

Estate Life Insurance Agency, Inc.
1323 Commerce Dr.
New Bern, NC 28562

Jurisdiction: North Carolina

Entity Type: Corporation

ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

Estate Life Insurance Agency, Inc.
P.O. Box 30968
Palm Beach Gardens, FL 33420

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P05000011853

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

H05000020104

ARTICLE 3

The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the shareholders of the merging foreign corporation on January 27, 2005 in accordance with applicable law.

ARTICLE 4

The attached Plan of Merger was approved by the shareholders of the surviving domestic corporation on January 27, 2005 in accordance with Chapter 607, Florida Statutes.

ARTICLE 5

The merger is permitted under the laws and governing documents applicable to each party to the merger.

ARTICLE 6

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

ARTICLE 7

The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

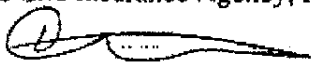
Estate Life Insurance Agency, Inc.

By:  _____

Name: Curtis Catron

Title: Director

Estate Life Insurance Agency, Inc.

By:  _____

Name: Curtis Catron

Title: Director

Corporate Creations International Inc.

941 Fourth Street

Miami Beach FL 33139

(305) 672-0686

H05000020104

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1105 is being submitted.

1. The merging corporation's name and jurisdiction are listed below:

Name: Estate Life Insurance Agency, Inc.

Jurisdiction: North Carolina

2. The surviving corporation's name and jurisdiction are listed below:

Name: Estate Life Insurance Agency, Inc.

Jurisdiction: Florida

3. The terms and conditions of the merger are as follows:

Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1105, Florida Statutes. The merging corporation shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporation shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporation shall be vested in the surviving corporation without further act or deed. The title/interest in all real estate vested in the merging corporation shall become vested in the surviving corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging corporation shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporation existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging corporation shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of the surviving corporation shall remain outstanding.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686