

P 050000 88838

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

COALE & VAN SUSTEREN, INC.

Certificate of Status	0
Certified Copy	1
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Merger
8/22/22

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**ARTICLES OF MERGER
OF
FOR 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 are:
Name Jurisdiction Document No.
Coale & Van Susteren, Inc. Florida P05000088838

SECOND: The name and jurisdiction of each merging corporation are:
Name Jurisdiction Document No.
Coale & Van Susteren, Inc. District of Columbia n/a

THIRD: The plan of merger is attached hereto as Exhibit A

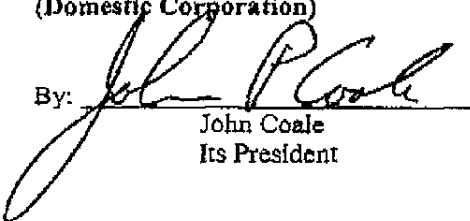
FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on June 20, 2005 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on June 20, 2005.

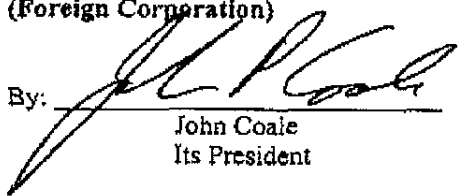
Date: June 20, 2005

COALE & VAN SUSTEREN, INC.
(Domestic Corporation)

By: 
John Coale
Its President

Date: June 20, 2005

COALE & VAN SUSTEREN, INC.
(Foreign Corporation)

By: 
John Coale
Its President

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EXHIBIT A

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AGREEMENT AND PLAN OF MERGER
of
COALE & VAN SUSTEREN, INC., a Florida Corporation,
and
COALE & VAN SUSTEREN, INC., a District of Columbia Corporation

This Agreement and Plan of Merger is made this 20th day of June 2005, between Coale & Van Susteren, Inc., a corporation organized under the laws of the District of Columbia, with its principal place of business at 818 Connecticut Avenue, NW, Washington DC 20006 (hereinafter the "DC CORPORATION"), and Coale & Van Susteren, Inc., a corporation organized under the laws of the State of Florida (hereinafter the "FLORIDA CORPORATION") with its principal place of business at 500 North Osceola Avenue, #P-C, Clearwater, Florida, 33755

FIRST: The name and jurisdiction of the surviving corporation are:
Name Jurisdiction
Coale & Van Susteren, Inc. Florida

SECOND: The name and jurisdiction of each merging corporation are:
Name Jurisdiction
Coale & Van Susteren, Inc. District of Columbia

THIRD: The DC CORPORATION and the FLORIDA CORPORATION have agreed to merge upon the terms and subject to the conditions set forth herein.

A. Effective Date:

Upon the terms and subject to the conditions hereof, this Agreement and Plan of Merger and the Articles of Merger shall be adopted, approved, executed and thereafter delivered to the Office of the Secretary of State of the State of Florida for filing as soon as practicable after the date hereof. Further, Articles of Merger shall be prepared and executed in accordance with the Business Corporations Act of the District of Columbia. Said Articles shall be filed in the Office of the Corporations Division of the District of Columbia Department of Regulatory and Consumer Affairs on the same date as the Articles of Merger are filed in Florida. The merger shall become effective immediately upon filing, the time of such effectiveness being hereinafter called the "Effective Date".

B. Certificate of Incorporation:

The Certificate of Incorporation shall be the Certificate of Incorporation of the FLORIDA CORPORATION following the Effective Date, unless and until the same is amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved.

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C. Bylaws:

The Bylaws of the FLORIDA CORPORATION as they exist on the Effective Date shall be the Bylaws of the FLORIDA CORPORATION unless and until the same shall be amended or repealed in accordance with the provisions thereof.

D. Board of Directors and Officers:

The members of the Board of Directors and officers of the FLORIDA CORPORATION immediately after the Effective Date of the merger shall be those persons who were the members of the Board of Directors and officers respectively of the FLORIDA CORPORATION immediately prior to the Effective Date of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the By-laws, or until their respective successors are elected and qualified.

E. Authorized Capital:

The authorized capital stock of the FLORIDA CORPORATION following the Effective Date shall be 200 shares of common stock, par value \$10.00 per share unless and until the same shall be changed in accordance with the laws of the State of Florida.

F. Conversion of Shares:

(a) Each share of common stock, par value \$10.00 per share, of the DC CORPORATION (the "DC Common Stock") outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any further action by the holder thereof, be converted into and become one share of common stock, par value \$10.00 per share, of the FLORIDA CORPORATION (the "Florida Common Stock"). Each certificate which immediately prior to the Effective Date represented outstanding shares of DC Common Stock shall, on and after the Effective Date, be deemed for all purposes to represent the number of shares of Florida Common Stock into which the shares of DC Common Stock represented by such certificate shall have been converted pursuant to this Section F. Each share of capital stock of the DC Corporation, if any, held in its treasury at the Effective Date shall be cancelled.

(b) After the Effective Date, each holder of a certificate theretofore representing shares of the DC CORPORATION may, but is not required to, surrender the same to the FLORIDA CORPORATION for cancellation or transfer, and each holder thereof is entitled to receive certificates representing the number of Common Stock of the FLORIDA CORPORATION as the holder is entitled to receive under this Section F.

G. Further Assurance of Title:

If at any time the FLORIDA CORPORATION shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the FLORIDA CORPORATION any right, title, or interest of the DC CORPORATION held immediately prior to the Effective Date, the DC CORPORATION and its proper officers and directors shall and will execute and deliver all such acknowledgments or confirm such right title or interest in the FLORIDA CORPORATION as shall be necessary to carry out the purposes of this Agreement and Plan of Merger and the

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FLORIDA CORPORATION and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the DC CORPORATION or otherwise.

H. Rights and Liabilities of the FLORIDA CORPORATION:

At and after the Effective Date, the FLORIDA CORPORATION shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, franchises, both public and private, and all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to the DC CORPORATION or whatever account shall be vested in the FLORIDA CORPORATION; all claims, demands, property, rights, privileges, powers, franchises and every other interest of either of the parties hereto shall be as effectively the property of the FLORIDA CORPORATION as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in the DC CORPORATION shall not revert or be in any way impaired by reason of the merger, but shall be vested in the FLORIDA CORPORATION; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the FLORIDA CORPORATION and may be enforced against it as if such debts, liabilities and duties had been incurred or contracted by it; and the FLORIDA CORPORATION shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties, and against all claims and demands arising out of the merger.

I. Service of Process on FLORIDA CORPORATION:

The FLORIDA CORPORATION agrees that it may be served with process in the District of Columbia in any proceeding for enforcement of any obligation of the DC CORPORATION arising from the merger, including any suit or other proceeding to enforce the rights of any shareholder as determined in appraisal proceedings pursuant to the District of Columbia Business Corporations Act.

J. Plan of Reorganization:

This Agreement and Plan of Merger constitutes a plan of reorganization undertaken for the purpose of changing the corporation's state of incorporation but otherwise continuing the same business under the same ownership and control. The re-organization shall be carried out in the manner and on the terms and subject to the conditions set forth herein.

K. Termination:

This Agreement and Plan of Merger may be terminated and abandoned by action of the Board of Directors of the DC CORPORATION at any time prior to the Effective Date, whether before or after the approval of the shareholders of the DC CORPORATION has been given hereto.

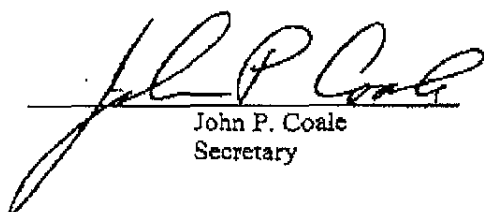
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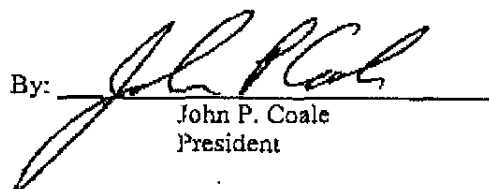
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IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by its Board of Directors, has caused this Agreement and Plan of Merger to be executed in the manner required by the law of their respective jurisdictions of incorporation.

ATTEST:

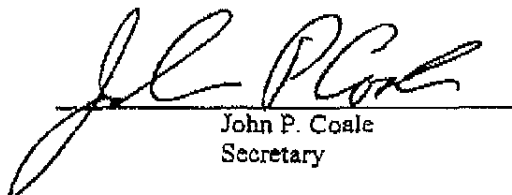
COALE & VAN SUSTEREN, Inc.
(Florida Corporation)

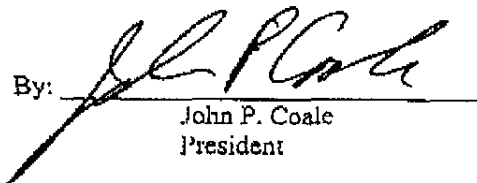

John P. Coale
Secretary

By: 
John P. Coale
President

ATTEST:

COALE & VAN SUSTEREN, Inc.
(DC Corporation)


John P. Coale
Secretary

By: 
John P. Coale
President

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