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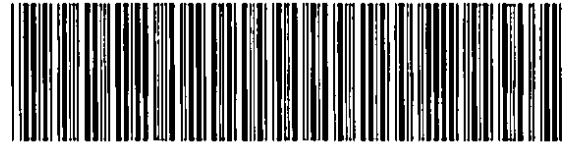
(Business Entity Name)

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M. J. G.

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i ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Millennium Insurance & Investment Group of Florida, 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:

Alan F. Hanbury

Contact Person

Millennium Insurance & Investment Group of Florida, Inc.

Firm/Company

PO Box 14479

Address

Bradenton, FL 34280

City/State and Zip Code

alanh@insurewme.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alan F. Hanbury

Name of Contact Person

At (941) 955-8585

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

FILED
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ARTICLES OF MERGER OF
MUTUAL AID SERVICES, INC.

INTO

MILLENNIUM INSURANCE & INVESTMENT GROUP OF FLORIDA, INC.

The following Articles of Merger are submitted to merge the following corporations in accordance with Section 607.1105, Florida Statutes.

- 1) The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MILLENNIUM INSURANCE & INVESTMENT GROUP OF FLORIDA, INC.	FL	P05000123291

- 2) The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MUTUAL AID SERVICES, INC.	FL	V14235

- 3) The Plan of Merger is attached.

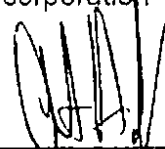
4) The merger shall become effective upon the date of these Articles are filed with the state of Florida.

5) The Plan of Merger was adopted by the sole shareholder and sole director of the surviving corporation.

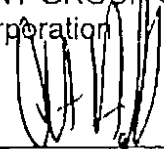
6) The Plan of Merger was adopted by all of the shareholders and directors of the merging corporation.

Dated: 1-1-, 2019.

MUTUAL AID SERVICES, INC.,
a Florida corporation

By: 
ALAN F. HANBURY
As Its: President

MILLENNIUM INSURANCE &
INVESTMENT GROUP OF FLORIDA, INC.,
a Florida corporation

By: 
ALAN F. HANBURY
As Its: President

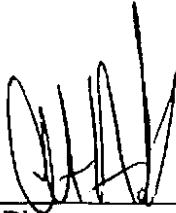
**ACTION BY WRITTEN CONSENT
OF SOLE DIRECTOR AND SOLE SHAREHOLDER,
IN LIEU OF SPECIAL MEETING OF
MILLENNIUM INSURANCE & INVESTMENT GROUP OF FLORIDA, INC.**

The undersigned, being the sole director and sole shareholder of the above-named corporation, a Florida corporation, does hereby consent in writing to the adoption of the following resolutions, taking the action in lieu of a special meeting, as permitted by Sections 607.0704 and 607.0821 of the Florida Statutes.

RESOLVED AS FOLLOWS:

1. That the Plan of Merger that has been presented to and discussed at this meeting, a copy of which is attached hereto as Exhibit "A", providing for the merger of MUTUAL AID SERVICES, INC., a Florida corporation, into this corporation is in the best interests of this corporation and its shareholder, and such Plan of Merger is hereby approved.
2. That the terms and conditions of the Plan of Merger presented at this meeting, and the mode of carrying it into effect, as well as the manner of converting the shares of the merging corporation into shares of the surviving corporation as set forth in the Plan of Merger, are hereby approved.
3. That the President of this corporation is directed to execute the Plan of Merger in the name and on behalf of this corporation.
4. That all purchases, contracts, contributions, compensations, acts, decisions, and appointments by the sole director, officers, and sole shareholder, since the last annual meeting of the corporation to the present date, be approved and ratified.

DATED: 1-1-, 2019.



ALAN F. HANBURY
Sole Shareholder and Sole Director

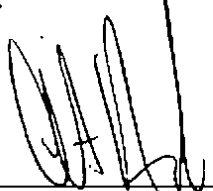
**ACTION BY WRITTEN CONSENT
OF DIRECTORS AND SHAREHOLDERS,
IN LIEU OF SPECIAL MEETING OF
MUTUAL AID SERVICES, INC.**

The undersigned, being all of the directors and shareholders of the above-named corporation, a Florida corporation, do hereby consent in writing to the adoption of the following resolutions, taking the action in lieu of a special meeting, as permitted by Sections 607.0704 and 607.0821 of the Florida Statutes.

RESOLVED AS FOLLOWS:

1. That the Plan of Merger that has been presented to and discussed at this meeting, a copy of which is attached hereto as **Exhibit "A"**, providing for the merger of this corporation into MILLENNIUM INSURANCE & INVESTMENT GROUP OF FLORIDA, INC., a Florida corporation, is in the best interests of this corporation and its shareholders, and such Plan of Merger is hereby approved.
2. That the terms and conditions of the Plan of Merger presented at this meeting, and the mode of carrying it into effect, as well as the manner of converting the shares of the merging corporation into shares of the surviving corporation as set forth in the Plan of Merger, are hereby approved.
3. That the President of this corporation is directed to execute the Plan of Merger in the name and on behalf of this corporation.
4. That all purchases, contracts, contributions, compensations, acts, decisions, and appointments by the directors, officers, and shareholders, since the last annual meeting of the corporation to the present date, be approved and ratified.

DATED: 1-1-, 2019.



ALAN F. HANBURY
Shareholder and Director



RACHEL FERGUSON
Shareholder and Director

PLAN OF MERGER

THIS PLAN OF MERGER dated December 31, 2018, by and between MILLENNIUM INSURANCE & INVESTMENT GROUP OF FLORIDA, INC., a Florida corporation (hereinafter referred to as "Millennium" or "Surviving Corporation"), and MUTUAL AID SERVICES, INC., a Florida corporation (hereinafter referred to as "Mutual Aid" or "Merging Corporation").

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4308 75th St. W, Suite B, Bradenton, FL 34209;

WHEREAS, Surviving Corporation has a capitalization of fifty thousand (50,000) authorized shares of \$1.00 Par Value Common Stock, of which nine thousand four hundred (9,400) shares are issued and outstanding;

WHEREAS, Merging Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3649 Bahia Vista St., Sarasota, FL 34232;

WHEREAS, Merging Corporation has a capitalization of one thousand (1,000) authorized shares of \$1.00 Par Value Common Stock, of which one thousand (1,000) shares are issued and outstanding; and

WHEREAS, the Boards of Directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Merging Corporation be merged into Surviving Corporation pursuant to the provisions of Sections

607.1101 *et seq.* of the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Mutual Aid shall merge with and into Millennium, which will be the Surviving Corporation. The name of the Surviving Corporation shall be MILLENNIUM INSURANCE & INVESTMENT GROUP OF FLORIDA, INC., a Florida corporation.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the \$1.00 Par Value Common Stock of Merging Corporation issued and outstanding on the effective date of the merger shall be converted into 2.015

shares of the \$1.00 Par Value Common Stock of Surviving Corporation, which shares of Common Stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of Common Stock in the Merging Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. 2.015 additional shares of the Surviving Corporation shall be issued for each one share of the Merging Corporation surrendered in exchange therefor.

(c) Following the conversion, ALAN F. HANBURY will own 85% of the total issued and outstanding stock of the Surviving Corporation and RACHEL FERGUSON will own 15% of the total issued and outstanding stock of the Surviving Corporation.

SECTION FOUR - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Corporation will continue to be treated as an S corporation under the Internal Revenue Code of 1986, as amended. When the Merging Corporation, an S corporation, shall cease on the effective date of the merger, the taxable year of the Merging Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Merging Corporation.

SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation, following the effective date of the merger.

SECTION SIX - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SEVEN - DIRECTORS AND OFFICERS

The Board of Directors of the Surviving Corporation shall consist of a minimum of one (1) member. The Directors of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Surviving Corporation or until their successors have been duly elected or appointed and qualified:

ALAN F. HANBURY

RACHEL FERGUSON

The officers of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the Board of Directors or until his successors have been duly elected or appointed and qualified:

President:	ALAN F. HANBURY
Vice President:	CHERYL A. HANBURY
Vice President:	RACHEL FERGUSON
Secretary:	RACHEL FERGUSON
Treasurer:	ALAN F. HANBURY

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction, other than in the ordinary course of business, except that the Merging and Surviving Corporations may pay regular quarterly dividends on their outstanding Common Shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION NINE - APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before January 1, 2019, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be January 1, 2019.

SECTION ELEVEN - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Merging Corporation at any time prior to the effective date, if the merger is not approved by the shareholders of either the Surviving or the Merging Corporation on or before January 1, 2019.

SECTION TWELVE - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

[SIGNATURES ON FOLLOWING PAGE]

(Corporate Seal)

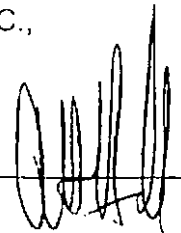
Attest:



ALAN F. HANBURY, Secretary

MILLENNIUM INSURANCE & INVESTMENT
GROUP OF FLORIDA, INC.,
a Florida Corporation

By: _____
ALAN F. HANBURY
As Its: President



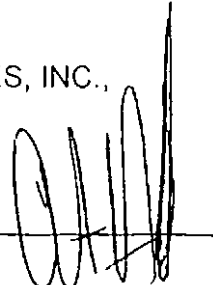
"Surviving Corporation"

(Corporate Seal)

CORP-DRAFTCOR 01153413.DOC/2 1/8/2019

MUTUAL AID SERVICES, INC.,
a Florida corporation,

By: _____



ALAN F. HANBURY
As Its: President

Attest:

By: 
RACHEL FERGUSON
As Its: Secretary

"Merging Corporation"