

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

RE-SUBMIT

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Account Name : C T CORPORATION SYSTEM
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: *lvodrigues@kilpatrickstockton.com*

MERGER OR SHARE EXCHANGE

Aquesta Insurance Services, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	<i>087</i>
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 22 AM 11:34

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12-3605
Merger



December 22, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

AQUESTA INSURANCE SERVICES, INC.
P.O. BOX 700
CORNELIUS, NC 28301

SUBJECT: AQUESTA INSURANCE SERVICES, INC.
REF: P05000132462

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

FAX Aud. #: H09000262665
Letter Number: 109A00038898

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with s. 607.1105, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Aquesta Insurance Services, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Aquesta Insurance Services, Inc.	North Carolina	Corporation

THIRD: The attached plan of merger was approved by the shareholders of the surviving corporation on November 9, 2009.

FOURTH: The attached plan of merger was approved the shareholders of the merging corporation on November 9, 2009.

FIFTH: These articles of merger will be effective upon filing.

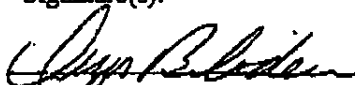

SIXTH: The survivor's principal office address in its home state, country or jurisdiction is as follows:

19310 Jetton Road
Cornelius, North Carolina 28031

SEVENTH: The surviving entity:

- a) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, Florida Statutes.

EIGHTH:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Aquesta Insurance Services, Inc.		Dennis Bilodeau, President
Aquesta Insurance Services, Inc.		Dennis Bilodeau, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into this 9th day of November 2009, by and between Aquesta Insurance Services, Inc., a North Carolina corporation ("Aquesta - North Carolina"), and Aquesta Insurance Services, Inc., a Florida corporation ("Aquesta - Florida"). Aquesta - North Carolina and Aquesta - Florida are sometimes referred to jointly as the "Constituent Corporations."

RECITALS

A. Each of the Constituent Corporations is a corporation organized and existing under the laws of its respective state as indicated in the first paragraph of this Agreement.

B. The directors of each of the Constituent Corporations have deemed it advisable for the mutual benefit of the Constituent Corporations and their respective shareholders that Aquesta - Florida be merged into Aquesta - North Carolina pursuant to the provisions of the North Carolina Business Corporation Act and the Florida Business Corporation Act (the "Merger").

AGREEMENT

NOW, THEREFORE, in accordance with the laws of the states of North Carolina and Florida, the Constituent Corporations agree that, subject to the following terms and conditions, (i) Aquesta - Florida shall be merged into Aquesta - North Carolina, (ii) Aquesta - North Carolina shall continue to be governed by the laws of the State of North Carolina, and (iii) the terms of the Merger, and the mode of carrying them into effect, shall be as follows:

1. THE MERGER

1.1 Upon the terms and subject to the conditions set forth in this Agreement, Aquesta - Florida shall merge with and into Aquesta - North Carolina at the Effective Time. At the Effective Time, the separate corporate existence of Aquesta - Florida shall cease. Aquesta - North Carolina shall be the surviving corporation in the Merger (hereinafter sometimes referred to in such capacity as the "Surviving Corporation") and shall continue to be governed by the North Carolina Business Corporation Act and its name and separate corporate existence, with all of its rights, privileges, immunities, powers and franchises, shall continue unaffected by the Merger.

1.2 Aquesta - Florida and Aquesta - North Carolina shall duly execute and deliver (i) articles of merger to the North Carolina Secretary of State for filing pursuant to the North Carolina Business Corporation Act and (ii) articles of merger to the Florida Secretary of State for filing pursuant to the Florida Business Corporation Act. The Merger shall become

effective at such time as the articles of merger are duly filed with the North Carolina Secretary of State and the Florida Secretary of State or at such later date or time as the Constituent Corporations agree and specify in the articles of merger (the date and time the Merger becomes effective being the "Effective Time").

2. ARTICLES OF INCORPORATION

The Articles of Incorporation of Aquesta – North Carolina as in effect prior to the Effective Time of the Merger shall constitute the Articles of Incorporation of the Surviving Corporation.

3. CONVERSION OF SHARES

3.1. AQUESTA – FLORIDA SHARES. At the Effective Time of the Merger, each outstanding share of the common stock of Aquesta – Florida shall automatically convert to one share of common stock of the Surviving Corporation and each outstanding share of preferred stock of Aquesta – Florida shall be automatically canceled. It will not be necessary for stockholders of Aquesta – Florida to exchange their existing stock certificates for stock certificates of the Surviving Corporation.

3.2. AQUESTA – NORTH CAROLINA SHARES. At the Effective Time of the Merger each outstanding share of the common stock of the Aquesta – North Carolina shall be automatically canceled and returned to the status of authorized but unissued shares.

4. BYLAWS

The Bylaws of the Surviving Corporation as in effect prior to the Effective Time of the Merger shall constitute the Bylaws of the Surviving Corporation.

5. EFFECT OF THE MERGER

The Merger will have the effects set forth in the North Carolina Business Corporation Act and the Florida Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, from and after the Effective Time, Aquesta – North Carolina shall possess all of the properties, rights, privileges, powers and franchises of Aquesta – Florida and be subject to all of the debts, liabilities and obligations of Aquesta – Florida.

6. TERMINATION

This Agreement may be terminated and the Merger abandoned by mutual consent of the directors of the Constituent Corporations at any time prior to the Effective Time of the Merger.

7. NO THIRD-PARTY BENEFICIARIES

Except as otherwise specifically provided herein, nothing expressed or implied in this Agreement is intended, or shall be construed, to confer upon or give any person, firm or corporation, other than the Constituent Corporations and their respective shareholders, any rights or remedies under or by reason of this Agreement.

* * *

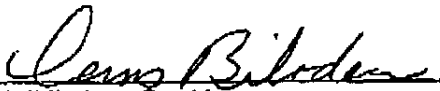
IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be executed as of the date first above written.

AQUESTA INSURANCE SERVICES, INC.,
a North Carolina corporation

By: 
Denis Bilodeau, President

ATTEST: 
Lauren Furcht, Secretary

AQUESTA INSURANCE SERVICES, INC.,
a Florida corporation

By: 
Denis Bilodeau, President

ATTEST: 
Lauren Furcht, Secretary