

Division of Corporations

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E.E.H.P.A.

Florida Department of State
Division of Corporations
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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: jsalota@amplaw.com**MERGER OR SHARE EXCHANGE****Eracldes, Gelman & Hall, P.A.**

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Merger

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December 27, 2013

ERACLIDES, GELMAN & HALL, P.A.
2030 BEE RIDGE ROAD
SARASOTA, FL 34239US

SUBJECT: ERACLIDES, GELMAN & HALL, P.A.
REF: P05000148074

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

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Tina D Carter
Regulatory Specialist

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**ARTICLES OF MERGER
OF
ERACLIDES & HALL, P.A.
WITH AND INTO
ERACLIDES, GELMAN & HALL, P.A.**

Eraclides, Gelman & Hall, P.A., a Florida professional corporation (the "Surviving Company"), pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), hereby delivers these Articles of Merger (these "Articles") to the Florida Department of State for filing. For purposes of complying with the applicable provisions of the Act with respect to the merger of Eraclides & Hall, P.A., a Florida professional corporation (the "Disappearing Company"), with and into the Surviving Company (the "Merger"), the Surviving Company has caused its duly authorized officers to execute and deliver these Articles, and to acknowledge, certify and state under penalty of perjury, the following:

ARTICLE I

**NAMES, PRINCIPAL ADDRESSES AND JURISDICTIONS
OF THE CONSTITUENT CORPORATIONS**

The name, principal address and jurisdiction of each of the constituent corporations involved in the Merger are as follows:

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Document Number</u>
<i>Surviving Company:</i>			
Eraclides, Gelman & Hall, P.A. 1900 Summit Tower Boulevard Suite 440 Orlando, Florida 32810	Florida	Professional Service Corporation	P05000148074
<i>Disappearing Company:</i>			
Eraclides & Hall, P.A. 2030 Bee Ridge Road Sarasota, Florida 34239	Florida	Professional Service Corporation	P96000065633

ARTICLE II

PLAN OF MERGER

The Surviving Company is the surviving corporation in the Merger. Each of the Disappearing Company and the Surviving Company adopted, approved, authorized, confirmed, consented to and ratified that certain Plan of Merger, dated as of December 31, 2013, a copy of which is attached hereto as Exhibit A (the "Plan of Merger"), in accordance with the applicable provisions of the Act.

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ARTICLE III

EFFECTIVE DATE AND TIME

The Merger will be effective as of 11:59 p.m. on December 31, 2013.

ARTICLE IV

APPROVALS

4.1 Disappearing Company.

Pursuant to Section 607.1103 of the Act, the Disappearing Company's shareholders adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Written Consent of the Shareholders in Lieu of a Special Meeting dated December 30, 2013.

4.2 Surviving Company.

Pursuant to Section 607.1103 of the Act, the Surviving Company's directors adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Unanimous Written Consent of the Directors in Lieu of a Special Meeting dated December 30, 2013. Pursuant to Section 607.1103(7) of the Act, action by the shareholders of the Surviving Company on the Merger, the Plan of Merger and these Articles was not required.

[The remainder of this page was left blank intentionally.]

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The constituent corporations have caused these Articles to be executed and delivered by their respective duly authorized officers.

SURVIVING COMPANY:

ERACLIDES, GELMAN & HALL, P.A.

By: 

Mark H. Gelman, Chief Executive Officer

DISAPPEARING COMPANY:

ERACLIDES & HALL, P.A.

By: 

Hermes Eracides, Director

12/26/2013 11:26 Driver, McAfee, Peek & Hawthorne

(FAX)9043011279

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EXHIBIT A

Plan of Merger

See attached.

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PLAN OF MERGER**DATED AS OF DECEMBER 31, 2013****1.1 The Merger.**

Eraclides & Hall, P.A., a Florida professional corporation (the "Disappearing Company") will be merged with and into Eraclides, Gelman & Hall, P.A., a Florida professional corporation (the "Surviving Company") at the Effective Time (as defined in Section 1.2) (the "Merger"). As a result of the Merger, the separate existence of the Disappearing Company will cease and the Surviving Company will continue as the surviving corporation of the Merger. The Surviving Company's name will remain unchanged by the Merger.

1.2 Effective Time of the Merger.

The Merger will be effective as of 11:59 p.m. on the date of filing of the Articles of Merger (the "Effective Time").

1.3 Effect of the Merger.

Except as expressly provided elsewhere in this Plan of Merger, the Disappearing Company and the Surviving Company will be affected by the Merger in the manner provided by the Florida Business Corporation Act (collectively, the "Act").

1.4 Articles of Incorporation of the Surviving Company.

(a) Articles of Incorporation. The Surviving Company's Second Amended and Restated Articles of Incorporation, as in effect immediately prior to the Effective Time, will remain the Surviving Company's articles of incorporation from and after the Effective Time, until they are amended and/or restated pursuant to the Act.

(b) Bylaws. The Surviving Company's Bylaws, as in effect immediately prior to the Effective Time, will remain the Surviving Company's Bylaws from and after the Effective Time until they are altered, amended, modified, restated and/or supplemented pursuant to the Act and/or the Surviving Company's articles of incorporation.

1.5 Directors and Officers of the Surviving Company.

(a) Directors. The Surviving Company's directors in office immediately prior to the Effective Time will remain the Surviving Company's directors from and after the Effective Time until such directors' successors are duly elected or appointed and qualified pursuant to the Act, the Surviving Company's articles of incorporation, the Surviving Company's bylaws and/or any shareholders' agreement applicable to the Surviving Company.

(b) Officers. The Surviving Company's officers in office immediately prior to the Effective Time will remain the Surviving Company's officers from and after the Effective Time until such officers' respective successors are duly elected or appointed and qualified pursuant to the Act, the Surviving Company's articles of incorporation, the Surviving Company's bylaws and/or any shareholders' agreement applicable to the Surviving Company.

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1.6 Disappearing Company's Shares.

At the Effective Time, by virtue of the Merger and without any further action on the part of the Disappearing Company or the Surviving Company, all of the Disappearing Company's issued and outstanding shares automatically will be converted into shares of the Surviving Company such that each share in the Disappearing Company will be converted into 5/1,000ths (0.005) shares of common stock of the Surviving Company.

1.7 The Surviving Company's Shares.

At the Effective Time, by virtue of the Merger and without any further action on the part of the Disappearing Company or the Surviving Company, the Surviving Company's shares of stock will not be affected or changed by the Merger.