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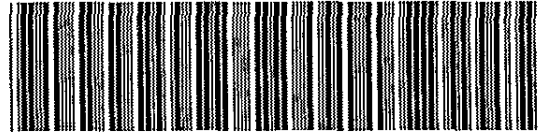
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September 27, 2006

Via Federal Express

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

SUBJECT: KENNETH MICHAEL CORNELL, INC. [Surviving Corporation]

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Denise Lowry Hutson, Esq.
Salter, Feiber, Murphy, Hutson & Menet, P.A.
3940 NW 16th Boulevard, Bldg. B
Gainesville, FL 32605

For further information concerning this matter, I can be reached at (352) 376-8201.

Sincerely,

SALTER, FEIBER, MURPHY,
HUTSON & MENET P.A.

Denise Lowry Hutson

DLH/jm
Enclosures

ARTICLES OF MERGER
OF
CORNELL & ASSOCIATES OF NORTH FLORIDA, INC.,
a Florida corporation
INTO/WITH
KENNETH MICHAEL CORNELL, INC.,
a Florida corporation

FILED
06 OCT -2 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between CORNELL & ASSOCIATES OF NORTH FLORIDA, INC., a Florida corporation ("Cornell & Associates"), and KENNETH MICHAEL CORNELL, INC., a Florida corporation ("Cornell").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Cornell & Associates and Cornell adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated September 27, 2006, between Cornell & Associates and Cornell was approved and adopted by the shareholders of Cornell & Associates on September 27, 2006, and the shareholders of Cornell on September 27, 2006.
2. Under the Plan of Merger all issued and outstanding shares of Cornell & Associates' stock will be acquired by means of a merger of Cornell & Associates into Cornell, with Cornell being the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth herein.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands and seals on the 28th day of September, 2006.

ATTEST:

(Corporate Seal)

CORNELL & ASSOCIATES, INC.,
a Florida corporation

By: *Kenneth M. Cornell*
Kenneth M. Cornell, President

ATTEST:

(Corporate Seal)

KENNETH MICHAEL CORNELL, INC.,
a Florida corporation

By: *Kenneth M. Cornell*
Kenneth M. Cornell, President

PLAN OF MERGER

Merger between KENNETH MICHAEL CORNELL, INC., a Florida corporation (the "Surviving Corp.") and CORNELL & ASSOCIATES OF NORTH FLORIDA, INC., a Florida corporation (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corp., from and after the Effective date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities and duties, all as more particular set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of his Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing With the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date" which shall be the filing date of the Articles, as specified herein.

EXHIBIT

"A"

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessary by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of the Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands and seals on the 28th day of September, 2006.

ATTEST:

(Corporate Seal)

CORNELL & ASSOCIATES, INC.,
a Florida corporation

By:

Kenneth M. Cornell
Kenneth M. Cornell, President

ATTEST:

(Corporate Seal)

KENNETH MICHAEL CORNELL, INC.,
a Florida corporation

By:

Kenneth M. Cornell
Kenneth M. Cornell, President