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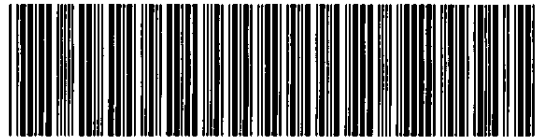
(Business Entity Name)

(Document Number)

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FILED  
07 JUN -6 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

TS  
Merger  
6/13/07

*Arlene F. Austin, P.A.*

THE FLORESTA BUILDING  
700 ELEVENTH STREET S., #102  
NAPLES, FL 34102-6777

ATTORNEY AT LAW

PH: (239) 514-8211  
FAX: (239) 514-4618  
AFAUSTIN@ATT.NET

June 4, 2007

Via FedEx

Florida Department of State  
Division of Corporations  
2661 Executive Center Circle West  
Clifton Building  
Tallahassee, FL 32301

Re: J.B.D. Insurance Agency, Inc.  
Our File No. 10140.3

Gentlemen:

Enclosed please find the following documents:

1. Articles of Merger
2. Our check in the sum of \$253.75 for the filing fees and one certified copy

Please return the certified copy to the undersigned once it is filed. If you have any questions or need any assistance, please do not hesitate to contact me.

Very truly yours,



Arlene F. Austin

AFA:jf  
Encs.

**ARTICLES OF MERGER/SHARE EXCHANGE OF**

**J.B.D. INSURANCE AGENCY, INC., an Ohio Corporation**

**into**

**J.B.D. INSURANCE AGENCY, INC., a Florida Corporation**

ARTICLES OF MERGER/SHARE EXCHANGE between J.B.D. INSURANCE AGENCY, INC., an Ohio corporation and J.B.D. INSURANCE AGENCY, INC., a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), J.B.D. INSURANCE AGENCY, INC., adopt the following Articles of Merger/Share Exchange.

1. The Agreement and Plan of Merger/Share Exchange dated June 1, 2007, ("Plan of Merger/Share Exchange"), between J.B.D. INSURANCE AGENCY, INC., an Ohio corporation, and J.B.D. INSURANCE AGENCY, INC., a Florida corporation, was approved and adopted by all of the shareholders of both corporations on June 1, 2007.

2. Under the Plan of Merger, all issued and outstanding shares of stock will be acquired by means of a merger of the Ohio corporation into the Florida corporation the surviving corporation ("Merger"). The Close Corporation Agreement shall continue in full force and effect and has been ratified by the shareholders and directors.

3. The Plan of Merger/Share Exchange is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Business Corporation Act, the date and time of the effectiveness of the Merger/Share Exchange shall be on June 1, 2007.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on June 1, 2007.

ATTEST:

J.B.D. INSURANCE AGENCY, INC.  
A Florida corporation

*Barbara A. Bowers*

By: Barbara A. Bowers  
Its: Vice President

*John J. Bowers*

John J. Bowers, Sec./Treas.

*John H. Bowers*

By: John H. Bowers  
Its: President

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TALLAHASSEE FLORIDA

State of Florida  
County of Collier

On May 30, 2007, John H. Bowers, Sr., and Barbara A. Bowers, [XX] who are personally known to me, or [ ] who each produced a Florida driver's license as identification, and personally appeared before me at the time of notarization and acknowledged signing these Articles of Merger of J.B.D. Insurance Agency, Inc., for the purposes therein expressed.




Notary Public

Arlene F. Austin

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

NOTARY PUBLIC-STATE OF FLORIDA  
 Arlene F. Austin  
Commission # DD225263  
Expires: AUG. 08, 2007  
Bonded Thru Atlantic Bonding Co., Inc.

# Exhibit A

## PLAN OF MERGER

Merger between J.B.D. Insurance Agency, Inc., a Florida corporation, (the "Surviving Corp.") and J.B.D. Insurance Agency, Inc., an Ohio 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 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. The Close Corporation Agreement shall remain in full force and effect.

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 equal shares of J.B.D. Insurance Agency, Inc., a Florida corporation, in accordance with this Plan.

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 particularly 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 this 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 June 1, 2007, as specified herein or in the Agreement of Reorganization.

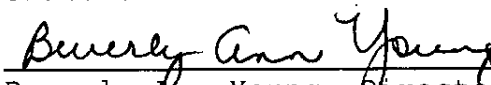
7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified 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 necessarily 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 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.


Dated: June 2, 2007


  
\_\_\_\_\_  
John H. Bowers, Director

  
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John J. Bowers, Director &  
Shareholder

  
\_\_\_\_\_  
Beverly Ann Young, Director &  
Shareholder

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Barbara Jean Nordin, Director &  
Shareholder

  
\_\_\_\_\_  
Barbara A. Bowers, Director

  
\_\_\_\_\_  
Donald Bowers, Director &  
Shareholder

\_\_\_\_\_  
Kathleen J. Penn, Director &  
Shareholder

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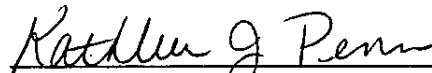
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Barbara A. Bowers, Director

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John J. Bowers, Director &  
Shareholder

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Donald Bowers, Director &  
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Barbara A. Bowers, Director

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