



P37802

ACCOUNT NO. : 072100000032

REFERENCE : 646790 9229A

AUTHORIZATION :

COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Patricia Pignatelli

ORDER DATE : July 1, 2002

ORDER TIME : 10:49 AM

ORDER NO. : 646790-005

CUSTOMER NO: 9229A

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CUSTOMER: Thomas L. David, Esq
Thomas L. David, Esq
1428 Brickell Avenue
8th Floor
Miami, FL 33131

Merger

ARTICLES OF MERGER

KUNDE, SPRECHER & ASSOCIATES,
INC.

INTO

EDWARDS AND KELCEY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156
EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL -2 AM 11:45

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ARTICLES OF MERGER
Merger Sheet

MERGING:

KUNDE, SPRECHER & ASSOCIATES, INC., a Florida corporation 414364

into

EDWARDS AND KELCEY, INC., a New Jersey entity P37802

File date: July 2, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS**

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Kunde, Sprecher & Associates, Inc.	Florida
Edwards and Kelcey, Inc.	New Jersey

2. The laws of the State of New Jersey under which Edwards and Kelcey, Inc. is organized permits such merger.

3. The name of the surviving corporation is Edwards and Kelcey, Inc. and it is to be governed by the laws of the State of New Jersey.

4. The following plan of merger was approved by the directors and shareholders of Kunde, Sprecher & Associates, Inc. in the manner prescribed by the Florida Business Corporation Act, and was approved by Edwards and Kelcey, Inc. in the manner prescribed by the laws of the State of New Jersey:

- a. Kunde, Sprecher & Associates, Inc, shall merge with and into Edwards & Kelcey, Inc. Edwards & Kelcey, Inc. shall be the surviving corporation.
- b. On the effective date of the merger the separate existence of Kunde, Sprecher & Associates, Inc. shall cease and Edwards and Kelcey, Inc. shall succeed to all the rights and privileges, immunities and franchises and all property, real, personal and mixed of Kunde, Sprecher Associates, Inc. without the necessity for any separate transfer and Edwards and Kelcey, Inc. shall thereafter be responsible and liable for all liabilities and obligations of Kunde, Sprecher and Associates, Inc.
- c. The holders of common shares of Kunde, Sprecher & Associates, Inc. will receive from Edwards and Kelcey, Inc. .2555 shares of common stock of Edwards and Kelcey, Inc. and \$9.7087 dollars for each share of Kunde, Sprecher & Associates, Inc. on the effective date of the merger.
- d. The Articles of Incorporation, Bylaws, Directors and Officers of Edwards and Kelcey, Inc. immediately prior to the effective date shall

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be the Articles of Incorporation, Bylaws, Directors and Officers of the surviving Corporation..

5. The plan of merger was approved by unanimous consent of the directors and shareholders of Kunde, Sprecher & Associates, Inc. on June 28, 2002.

6. The plan of merger was approved by the Board of Directors of Edwards and Kelcey, Inc. on April 20, 2002, and under the laws of New Jersey is not required to be approved by the shareholders.

7. Edwards and Kelcey, Inc.

a. Agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Kunde, Sprecher & Associates, Inc. and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against Edwards and Kelcey, Inc.

b. Irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceedings; and

c. Agrees that it will promptly pay to the dissenting shareholders of Kunde, Sprecher & Associates, Inc. the amount, if any, to which they are entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

8. This merger shall be effective as of July 1, 2002.

DATED: June 28, 2002

EDWARDS and KELCEY, INC.

By: 

John P. Macrae

Title: Vice President

KUNDE, SPRECHER & ASSOCIATES, INC.

By: 

Robert C. Sprecher

Title: President

STATE OF NEW JERSEY

COUNTY OF morris

The foregoing instrument was acknowledged before me this 28th day of June, 2002 by John P. Macrae, Vice President of Edwards and Kelcey, Inc., a New Jersey corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

Elizabeth A. Conroy

ELIZABETH A. CONROY

NOTARY PUBLIC OF NEW JERSEY

My Commission Expires Mar. 26, 2003
Print Name, Notary Public

My Commission Expires:

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 28th day of June, 2002 by Robert C. Sprecher, President of Kunde, Sprecher & Associates, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

Wendy Carr

WENDY CARR

Print Name, Notary Public

My Commission Expires:

