

Division of Corporations

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P92000014062

Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

* MERGER OR SHARE EXCHANGE

LAWRENCE A. FARESE, P.A.

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Merger
1/6/99

DC

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JOE B. COX, P.A., a Florida corporation, P92000014094

KENNETH D. KRIER, P.A., a Florida corporation, P92000014068

CATHY S. REIMAN, P.A., a Florida corporation, P93000086221

JOEL H. SCHECHTER, P.A., a Florida corporation, P97000000837

INTO

LAWRENCE A. FARESE, P.A. which changed its name to

CUMMINGS & LOCKWOOD FLORIDA, P.A., a Florida corporation,
P92000014062.

File date: December 31, 1998

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The Names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Lawrence A. Farese, P.A.	Florida
Joe B. Cox, P.A.	Florida
Kenneth D. Krier, P.A.	Florida
Cathy S. Reiman, P.A.	Florida
Joel H. Schechter, P.A.	Florida

SECOND: The name of the surviving corporation is Lawrence A. Farese, P.A. and it shall be governed under the laws of the state of Florida.

THIRD: The plan of merger (hereinafter, the "Plan of Merger") is as follows:

1. Merger. The names of the corporations which propose to merge are Lawrence A. Farese, P.A. ("Farese"), Joe B. Cox, P.A. ("Cox"), Kenneth D. Krier, P.A. ("Krier"), Cathy S. Reiman, P.A. ("Reiman"), and Joel H. Schechter, P.A. ("Schechter"). In accordance with the provisions of the Act, at the Effective Date (as hereinafter defined), Cox, Krier, Reiman and Schechter shall be merged into Farese and Farese shall be the surviving corporation (hereinafter, referred to as the "Surviving Corporation") and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Corporate Existence. Except as may otherwise be set forth herein, the corporate existence and identity of Surviving Corporation, with all its purposes, Prepared by Aaron A. Farmer, Esq.

Cummings & Lockwood
P. O. Box 413032
Naples, FL 34103
(941) 262-8311
Florida Bar No. 0995053

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powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and the identity of Cox, Krier, Reiman and Schechter with all their respective purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of Surviving Corporation and Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of Cox, Krier, Reiman and Schechter shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") immediately upon the filing of these Articles of Merger with the Secretary of State of the State of Florida pursuant to the Act.

4. Corporate Government.

a. The Articles of Incorporation of Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of Surviving Corporation, except that Surviving Corporation shall amend its Articles of Incorporation as follows:

1. The name of Surviving Corporation as stated in Article I shall be changed to Cummings & Lockwood Florida, P.A.

2. A new Article IX shall be added to provide as follows:

Director Liability. The personal liability of a director to the Corporation or its shareholders for monetary damages for breach of duty as a director is limited to an amount that is not greater than the compensation received by the director for serving the Corporation during the year in which the breach of duty allegedly occurred, if such breach does not (a) involve a knowing and culpable violation of law by the director, (b) enable the director to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under the circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious

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injury to the Corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation, or (e) create liability under Section 607.0834 of the Florida Business Corporation Act. The personal liability of a director to the Corporation or its shareholders for monetary damages for breach of duty as a director shall further be limited to the maximum extent permitted by law. No amendment or repeal of this Article IX, or the adoption of any provision inconsistent herewith, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit or claim accruing or arising, prior to such amendment, repeal or adoption of a provision inconsistent with this Article IX.

3. A new Article X shall be added to provide as follows:

Indemnification. The Corporation shall indemnify and reimburse shareholders, directors, officers, employees and agents as required by Section 607.0850 of the Florida Business Corporation Act, including any amendments to or substitutions for such Section 607.0850 which may be made from time to time.

b. The Bylaws of Surviving Corporation, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of Surviving Corporation.

c. The members of the Board of Directors and the officers of Surviving Corporation shall be the persons holding such positions for Surviving Corporation as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting shares of stock in Cox, Krier, Reiman and Schechter into Surviving Corporation Common Stock shall be as follows: Each share of Common Stock in Cox, Krier, Reiman and Schechter issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of Surviving Corporation. Each share of Preferred Stock in Cox and Krier issued and outstanding on the Effective Date and all rights in

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respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the preferred stock of Surviving Corporation.

6. Rights and Liabilities of Surviving Corporation. Surviving Corporation shall have the following rights and obligations:

a. Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of each of Cox, Krier, Reiman and Schechter and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due to Cox, Krier, Reiman and Schechter shall be taken and deemed to be transferred or invested in Surviving Corporation without further act or deed.

c. At the Effective Date, Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of Cox, Krier, Reiman and Schechter and any claim existing or action or proceeding pending by or against Cox, Krier, Reiman Schechter or Surviving Corporation may be prosecuted as if the merger had not occurred or Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Cox, Krier, Reiman, Schechter or Surviving Corporation shall be impaired by the merger.

FOURTH: The forgoing Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

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FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares entitled to vote on such plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Voting Shares Outstanding</u>	<u>Number of Shares Entitled To Vote</u>
Lawrence A. Farese, P.A.	1	1
Joe B. Cox, P.A.	1	1
Kenneth D. Krier, P.A.	1	1
Cathy S. Reiman, P.A.	1	1
Joel H. Schechter, P.A.	1	1

SIXTH: As to each corporation the shareholders of which were required to approve the Plan of Merger, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are

<u>Name of Corporation</u>	<u>Total Shares Voted for</u>	<u>Total Shares Voted Against</u>	<u>Class</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Lawrence A. Farese, P.A.	1	0	Common	1	0
Joe B. Cox, P.A.	1	0	Common	1	0
Kenneth D. Krier, P.A.	1	0	Common	1	0
Cathy S. Reiman, P.A.	1	0	Common	1	0
Joel H. Schechter, P.A.	1	0	Common	1	0

SEVENTH: The Shareholders of each of the undersigned corporations unanimously adopted the Plan of Merger on December 31, 1998.

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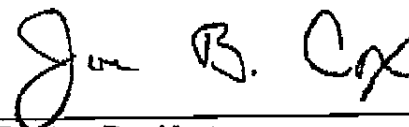
EIGHTH: The Effective Date of the merger described herein shall be the date on which these Articles of Merger are filed with the Florida Department of State.

Dated: December 31, 1998


LAWRENCE A. FARESE, P.A.

By: 
Joel H. Schechter, Vice President

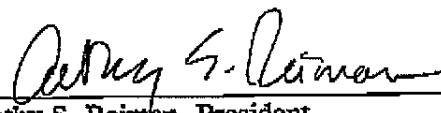
JOE B. COX, P.A.

By: 
Joe B. Cox, President


KENNETH D. KRIER, P.A.

By: 
Kenneth D. Krier, President

CATHY S. REIMAN, P.A.

By: 
Cathy S. Reiman, President

JOEL H. SCHECHTER, P.A.

By: 
Joel H. Schechter, President

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