

P93000025361

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July 14, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-07/16/98--01029--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Second City Financial of Florida, Inc.  
Oreo Investment Properties, Inc.

Ladies and Gentlemen:

Enclosed are two manually signed duplicates of the Articles of Merger of the referenced corporations, providing for the merger of Oreo Investment Properties, Inc. ("Oreo") with and into Second City Financial of Florida, Inc. ("Second City"), whereby Oreo will cease to exist and Second City will be the surviving corporation.

I am also enclosing our firm's check in the amount of \$70 as the filing fee.

Please date stamp the filing information on one of the enclosed duplicates of the Articles of Merger and return it to me in the enclosed return envelope. Thank you for your prompt handling of this matter.

Sincerely,

SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

*William R. Paul*

William R. Paul

WRP/jk

Enclosures

[0380517.WP]

Copies to: Mr. Howard Moss and Mr. Craig I. Moss

FILED  
98 JUL 16 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JUL 21 1998

**ARTICLES OF MERGER**  
**Merger Sheet**

**MERGING:** -----

**OREO INVESTMENT PROPERTIES, INC.,** a Florida corporation,  
P93000025540.

**INTO**

**SECOND CITY FINANCIAL OF FLORIDA, INC.,** a Florida corporation,  
P93000025361.

File date: July 16, 1998

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER  
OF  
OREO INVESTMENT PROPERTIES, INC.  
WITH AND INTO  
SECOND CITY FINANCIAL OF FLORIDA, INC.**

The undersigned corporations have adopted these Articles of Merger as of June 29, 1998, pursuant to the provisions of Chapter 607 of the Florida Statutes.

**Article 1. Plan of Merger and Effective Date.** The plan of merger adopted by each of the undersigned corporations (the "**Plan of Merger**") and the effective date of the merger of such corporations are as follows:

- (a) Oreo Investments Properties, Inc., a Florida corporation ("**Oreo**"), shall merge with and into Second City Financial of Florida, Inc., a Florida corporation ("**Second City**"). Pursuant to such merger, Second City shall be the surviving corporation, and Oreo, as the merging corporation, shall cease to exist.
- (b) The merger of Oreo into Second City shall occur pursuant to an Agreement and Plan of Merger, dated as of June 29, 1998, in order to achieve the efficiencies and economies of a more simplified corporate structure, and in consideration of the various representations, covenants and agreements set forth therein.
- (c) In conjunction with the aforesaid merger, the shares and share certificates of Oreo shall be delivered to Second City and shall be canceled. In exchange therefor, the shareholders of Oreo shall receive cash in the amount of \$5.00 per share for each of the 200 shares of common stock of Oreo, which constitutes the only issued and outstanding capital stock of Oreo.
- (d) Articles of Merger setting forth this Plan of Merger shall be (and by the execution hereof have been) executed by Oreo, as the merging corporation, and by Second City, as the surviving corporation, and shall be (and hereby are) submitted to the Florida Department of State for filing; and the effective date of the merger shall be the date of such filing.

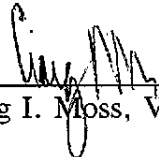
**Article 2. Adoption by Boards of Directors and Approval by Shareholders.** The Plan of Merger was adopted by the boards of directors of Oreo and Second City, by unanimous written consents, as of June 29, 1998; and all of the shareholders of Oreo and Second City have approved the Plan of Merger and authorized the filing of these Articles of Merger, by written consents, as of June 29, 1998. Such actions by such corporations and their shareholders were sufficient for the adoption and approval of the Plan of Merger and these Articles of Merger.

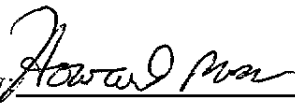
FILED  
98 JUL 16 1998  
9:57 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger as of the date first set forth above.

Oreo Investment Properties, Inc.

Second City Financial of Florida, Inc.

By:   
Craig I. Moss, Vice President

By:   
Howard Moss, President

[0378073.01]