

12/09/98 WED 09:43 FAX 954 523 1722

GUNSTER, YOAKLEY, VALDES

001

P93000055482

12/27/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:13 PM

((H98000022736 6)))

TO, DIVISION OF CORPORATIONS

FAX #: (954)822-4000

FROM, GUNSTER, YOAKLEY, ETAL. (FT. LAUDERDALE)

ACCT#: 076117000420

CONTACT, Charles J. Duffy, III, Esq.
PHONE, (954) 468-1383

FAX #: (954)523-1722

NAME: KVL, INC.

AUDIT NUMBER.....H98000022736

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 12

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$182.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

Attention: Darlene

We have filed for reinstatement for both Silver-Z, Inc. and Amherst Corporation.
As we discussed, please relate the effective date of this merger back to
December 7, 1998.

Thank you very much for your help.

Spoke with Mark
File Merger 12/8
Sincerely,
Dated 12/8

RECEIVED

98 DEC -9 AM 9:14

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -8 AM 10:16

FILED

Merger
12-9
14

ARTICLES OF MERGER
Merger Sheet

MERGING:

A AAPLUS DISCOUNT INSURANCE INC., a Florida corporation, document number K40870

AMHERST CORPORATION, a Florida corporation, document number P96000069754

R.B.R. PREMIUM FINANCE CO., INC., a Florida corporation, document number K70833

SILVER-Z, INC., a Florida corporation, document number P95000010110

INTO

KVL, INC., a Florida corporation, P93000055482

File date: December 8, 1998

Corporate Specialist: Karen Gibson

12/08/98 TUE 15:47 FAX 954 523 1722

GUNSTER, YOAKLEY, VALDES

001

12/07/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:13 PM

((H98000022738 6)))

TO, DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM, GUNSTER, YOAKLEY, ETAL. (FT. LAUDERDALE)

ACCT#, 076117000420

CONTACT, Charles J. Duffy, III, Esq.

PHONE, (954) 468-1383

FAX #, (954)523-1722

NAME, KVL, INC.

AUDIT NUMBER, H98000022738

DOC TYPE, MERGER OR SHARE EXCHANGE

CERT. OF STATUS, 0

PAGES, 12

CERT. COPIES, 1

DEL.METHOD, FAX

EST.CHARGE, \$180.75

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Attention: Darlene

We have filed for reinstatement for both Silver-Z, Inc. and Anherst Corporation.
As we discussed, please relate the effective date of this merger back to
December 7, 1998.

Thank you very much for your help.

RECEIVED
98 DEC -8 PM 3:11
DIVISION OF CORPORATIONS

12/07/98 MON 14:41 FAX 19547639855

GUNSTER, YOAKLEY

001

12/07/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:13 PM

((H00000022736 S)))

TO, DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM, GUNSTER, YOAKLEY, ETAL. (FT. LAUDERDALE)

ACCT#: 076117000420

CONTACT: Charles J. Duffy, III, Esq.

PHONE: (954) 468-1383

FAX #: (954)523-1722

NAME: KVL, INC.

AUDIT NUMBER.....H00000022736

JOC TYPE.....MERGER OR SHARE EXCHANGE

VERT. OF STATUS..0

PAGES..... 9

VERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$183.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
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RECEIVED

98 DEC -7 PM 3:14

DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

KVL, INC.
3201 NORTH FEDERAL HIGHWAY
FT. LAUDERDALE, FL 33306US

SUBJECT: KVL, INC.
REF: P93000055482

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not suitable for imaging. There is a white streak down the left side of each page of the document.

The fax audit number shown on your document is incorrect. The correct fax audit number is H98000022736. Please correct your document accordingly.

Please add an address for the officers and directors on page 3 of the agreement and plan of merger.

In order to file the merger, the following corporations must first be reinstated: AMHERST CORPORATION and SILVER-Z, INC. The corporations were administratively dissolved for failure to file the 1998 corporate annual report form in a timely manner. To reinstate the corporations you must submit a reinstatement application or annual report and the appropriate fees.

The fees to reinstate the corporations are as follows: \$600.00 reinstatement fee each, \$61.25 filing fee for the current year each, and \$88.75 corporate supplemental fee for the current year each.

Therefore, the total amount due to reinstate each corporation is \$750.00. Add an additional \$8.75 for each certificate of status requested.

Please correct the following corporation names throughout your document. A AAPLUS DISCOUNT INSURANCE INC. and R.B.R. PREMIUM FINANCE CO., INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please

12/08/98 TUE 15:50 FAX 954 523 1722

GUNSTER, YOAKLEY, VALDES

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350,487-6013

12/08/98 10:56 Florida Department P272



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000022736
Letter Number: 498A00057855

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000022736

ARTICLES OF MERGER
OF
A AAPLUS DISCOUNT INSURANCE INC.,
AMHERST CORPORATION,
R.B.R. PREMIUM FINANCE CO., INC., AND
SILVER-Z, INC.
WITH AND INTO
KVL, INC.

FILED
98 DEC -8 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt and the surviving corporation delivers for filing the following Articles of Merger:

1. The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
A AAPLus Discount Insurance Inc.	Florida
Amherst Corporation	Florida
KVL, Inc.	Florida
R.B.R. Premium Finance Co., Inc.	Florida
Silver-Z, Inc.	Florida

2. KVL, Inc. shall be the surviving corporation resulting from the merger and shall continue to be governed by the laws of the State of Florida.

3. The plan of merger is set forth as Exhibit A hereto, and is incorporated herein by reference.

4. Shareholder approval was not required by the surviving corporation, KVL, Inc., in accordance with Section 607.1103(7) of the Florida Business Corporation Act.

5. The plan of merger was approved by the Board of Directors of A AAPLus Discount Insurance Inc. on November 24, 1998, was approved by the Board of Directors of Amherst Corporation on November 24, 1998, was approved by the Board of Directors of KVL, Inc. on November 24, 1998, was approved by the Board of Directors of R.B.R. Premium Finance Co., Inc. on November 24, 1998, and was approved by the Board of Directors of Silver-Z, Inc. on November 24, 1998. The plan of merger was also adopted by a majority of the shareholders of A AAPLus Discount Insurance Inc., Amherst Corporation, R.B.R. Premium Finance Co., Inc., and Silver-Z, Inc. on November 24, 1998, which was sufficient for shareholder approval.

Charles J. Duffy, III, Esq.

Florida Bar # 0156744

Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.

500 East Broward Blvd, Suite 1400

Ft. Lauderdale, FL 33394

(954) 468-1383

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6. The effective date of the merger shall be the date on which the Articles of Merger are filed.

Dated: as of November 24, 1998

A AAPLUS DISCOUNT INSURANCE INC.

By: 
Robert Silverman, President

AMHERST CORPORATION

By: 
Robert Silverman, President

KVL, INC.

By: 
Kent Linder, President

R.B.R. PREMIUM FINANCE CO., INC.

By: 
Robert Silverman, President

SILVER-Z, INC.

By: 
Robert Silverman, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("AGREEMENT"), dated as of the 24th day of November, 1998, between A AAPLUS DISCOUNT INSURANCE INC., a Florida corporation ("A AAPLus"), AMHERST CORPORATION, a Florida corporation ("Amherst"), KVL, Inc., a Florida corporation ("KVL"), R.B.R. PREMIUM FINANCE CO., INC., a Florida corporation ("RBR"), and SILVER-Z, INC., a Florida corporation ("Silver-Z") (sometimes hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH

WHEREAS, A AAPLus is a corporation organized and existing under the laws of the State of Florida, with its principal office 12400 Biscayne Boulevard, North Miami, Florida 33181; and

WHEREAS, the authorized capital stock of A AAPLus consists of Two Hundred (200) shares of no par value common stock, of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, Amherst is a corporation organized and existing under the laws of the State of Florida, with its principal office at 12400 Biscayne Boulevard, North Miami, Florida 33181; and

WHEREAS, the authorized capital stock of Amherst consists of Two Hundred (200) shares of no par value common stock, of which One Hundred (100) are issued and outstanding; and

WHEREAS, KVL is a corporation organized and existing under the laws of the State of Florida, with its principal office at 12400 Biscayne Boulevard, North Miami, Florida 33181; and

WHEREAS, the authorized capital stock of KVL consists of Two Hundred (200) shares of no par value common stock, of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, RBR is a corporation organized and existing under the laws of the State of Florida, with its principal office at 12400 Biscayne Boulevard, North Miami, Florida 33181; and

WHEREAS, the authorized capital stock of RBR consists of One Thousand (1,000) shares of \$1.00 par value common stock, of which One Hundred (100) are issued and outstanding; and

WHEREAS, Silver-Z is a corporation organized and existing under the laws of the State of Florida, with its principal office at 12400 Biscayne Boulevard, North Miami, Florida 33181; and

WHEREAS, the authorized capital stock of Silver-Z consists of Two Hundred (200) shares of no par value common stock, of which One Hundred (100) are issued and outstanding; and

WHEREAS, the identity of the Shareholders and their percentage ownership in each of the

Constituent Corporations are identical; and

WHEREAS, the Board of Directors and shareholders of each of the Constituent Corporations has deemed it advisable and to the advantage and welfare of said Corporations and their respective stockholders that A AAPlus, Amherst, RBR, and Silver-Z shall be merged with and into KVL as authorized under and pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and have authorized the execution of this Agreement.

NOW, THEREFORE, the parties to this Agreement in consideration of the premises and the mutual covenants, agreements and provisions herein contained, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, hereby agree that A AAPlus, Amherst, RBR, and Silver-Z shall be merged with and into KVL and KVL shall be the surviving corporation by virtue of such merger under the Florida Business Corporation Act, and do hereby further agree upon and prescribe the terms and conditions of said merger, the mode of carrying the same into effect and the manner of converting the shares of stock of A AAPlus, Amherst, RBR, and Silver-Z into the shares of stock of the surviving corporation, KVL, as follows:

1. On the Effective Date (as hereinafter defined) A AAPlus, Amherst, RBR, and Silver-Z shall be merged with and into KVL and the surviving corporation shall be KVL.
2. The manner of converting the outstanding shares of capital stock of A AAPlus, Amherst, RBR, and Silver-Z into shares of KVL shall be as follows:
 - (a) Each share of common stock of A AAPlus, Amherst, RBR, and Silver-Z, issued and outstanding on the Effective Date shall, without any action on the part of the stockholder thereof, shall be deemed cancelled as of the Effective Date; each issued and outstanding share of KVL shall remain issued and outstanding and be unaffected by the Merger.
3. The terms and conditions of the merger hereunder are as follows:
 - (a) Each party shall pay its share of the expenses of carrying this Agreement into effect and of accomplishing the merger contemplated herein.
 - (b) On the Effective Date of the merger, the separate existence of A AAPlus, Amherst, RBR, and Silver-Z shall cease and the surviving corporation shall be KVL in accordance with the provisions of the Florida Business Corporation Act. KVL shall possess all property, real and personal, and all debts due to A AAPlus, Amherst, RBR, and Silver-Z shall be vested in KVL, and all property, rights, privileges, powers, franchises and all other interests of A AAPlus, Amherst, RBR, and Silver-Z shall thereafter be the property of KVL, and all debts, liabilities and duties of A AAPlus, Amherst, RBR, and Silver-Z shall

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thereafter attach to KVL and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by KVL.

- (c) If at any time KVL shall consider or be advised that further assignments or assurances in the law or any things are necessary or desirable to vest in KVL, according to the terms hereof, the title to any property, rights, privileges or franchises of A APlus, Amherst, RBR, or Silver-Z, the proper officers and directors of the parties hereof shall and will execute and make all the proper assignments and assurances in the law and do all thing necessary to vest in KVL title and possession of all such property, rights, privileges and franchises, and otherwise carry out the purposes of this Agreement.
- (d) The by-laws of KVL in effect on the Effective Date shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (e) On the Effective Date, the directors and officers of the surviving corporation shall become:

Kent Linder	President and Director
Bruce Kramer	Vice President, Treasurer, and Director
Robert Silverman	Vice President and Director
Michael Braun	Vice President, Secretary, and Director

until the next annual meetings of stockholders and board of directors and until their successors shall have been elected and qualified.

The address at which these officers and directors may be contacted is: 3201 North Federal Highway, Suite 201, Ft. Lauderdale, Florida 33306.

4. This Agreement will become effective when it has been duly adopted, accepted and authorized by the Boards of Directors and stockholders of A APlus, Amherst, RBR, Silver-Z, and KVL.

5. The Effective Date of the merger shall be the date that Articles of Merger are filed with the Office of the Secretary of State of Florida.

6. The Articles of Incorporation of KVL in effect on the Effective Date shall continue in full force and effect as the Articles of Incorporation of the surviving corporation until further amended in accordance with applicable law.

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GUNSTER, YOAKLEY, VALDES

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7. Notwithstanding anything to the contrary herein, this Agreement, once executed, may be terminated by the unanimous consent of the directors and the stockholders of the Constituent Corporations at any date prior to the Effective Date of the merger.

[Signatures appear on the next page]


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IN WITNESS WHEREOF, this Agreement is signed and sealed by the duly authorized officers of each party hereto as of the day and year first above written.

A AAPLUS DISCOUNT INSURANCE INC.,
a Florida corporation

BY: 
Robert Silverman, President

ATTEST: 
Michael Braun, Secretary

(CORPORATE SEAL)

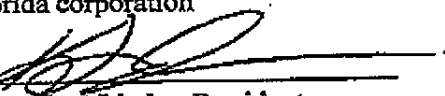
AMHERST CORPORATION,
a Florida corporation

BY: 
Robert Silverman, President

ATTEST: 
Michael Braun, Secretary

(CORPORATE SEAL)

KVL, INC.,
a Florida corporation

BY: 
Kent Linder, President

ATTEST: 
Michael Braun, Secretary

(CORPORATE SEAL)

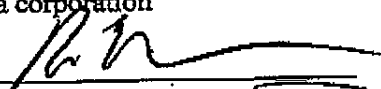
R.B.R. PREMIUM FINANCE CO., INC.
a Florida corporation

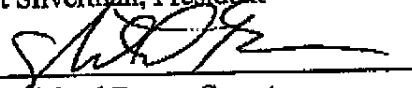
BY: 
Robert Silverman, President

ATTEST: 
Michael Braun, Secretary

(CORPORATE SEAL)

SILVER-Z, INC.,
a Florida corporation

BY: 
Robert Silverman, President

ATTEST: 
Michael Braun, Secretary

(CORPORATE SEAL)

H98000022736

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The undersigned, Robert Silverman, does hereby certify that he is the duly elected President of A AAPLUS DISCOUNT INSURANCE INC., a corporation organized and existing under the laws of the State of Florida, and that he is authorized to execute this verification; that he does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.


Dated at Fort Lauderdale, Florida this 24th day of November, 1998.


Robert Silverman, President

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The undersigned, Robert Silverman, does hereby certify that he is the duly elected President of AMHERST CORPORATION, a corporation organized and existing under the laws of the State of Florida, and that he is authorized to execute this verification; that he does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at Fort Lauderdale, Florida this 24th day of November, 1998.


Robert Silverman, President

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The undersigned, Kent Linder, does hereby certify that he is the duly elected President of KVL, INC., a corporation organized and existing under the laws of the State of Florida, and that he is authorized to execute this verification; that he does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at Fort Lauderdale, Florida this 24th day of November, 1998.


Kent Linder, President


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H98000022736

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The undersigned, Robert Silverman, does hereby certify that he is the duly elected President of R.B.R. PREMIUM FINANCE CO., INC., a corporation organized and existing under the laws of the State of Florida, and that he is authorized to execute this verification; that he does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at Fort Lauderdale, Florida this 24th day of November, 1998.


Robert Silverman, President

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The undersigned, Robert Silverman, does hereby certify that he is the duly elected President of SILVER-Z, INC., a corporation organized and existing under the laws of the State of Florida, and that he is authorized to execute this verification; that he does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at Fort Lauderdale, Florida this 24th day of November, 1998.


Robert Silverman, President