

Florida Department of State

## Electronic Filing Cover Sheet

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DIVISION OF CORPORATIONS

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02 JUL -1 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**HARPER PARTNERS, INC.**

T BROWN JUL - 2 2002

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DONAHUE & COMPANY, INC., a Florida entity, M80706

INTO

**HARPER PARTNERS, INC.,** a Florida entity, P93000083274

File date: July 1, 2002

Corporate Specialist: Teresa Brown

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ARTICLES OF MERGER  
OF  
HARPER PARTNERS, INC.  
AND  
DONAHUE & COMPANY, INC.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to the provisions of section 607.1105, Fla. Stat. (2001), Harper Partners, Inc., a Florida corporation, and Donahue & Company, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Harper Partners, Inc. ("HPI") and Donahue & Company, Inc. ("DCI").
2. DCI is hereby merged with and into HPI and the corporate existence of DCI shall cease. HPI is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as is fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of DCI on June 28, 2002, by their written consent pursuant to sections 607.0704 and 607.0821, Fla. Stat. (2001).
4. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of HPI on June 28, 2002, by their written consent pursuant to sections 607.0704 and 607.0821, Fla. Stat. (2001).

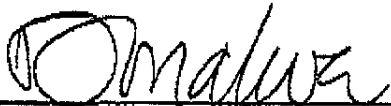
The Merger will become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida in accordance with the provisions of sections 607.1105 and 607.1106, Fla. Stat. (2001).

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The parties have caused these Articles of Merger to be  
executed as of June 28, 2002.

Donahue & Company, Inc.

By:   
Name: Kevin Donahue  
Title: President

Harper Partners, Inc.

By:   
Name: David M. Harper  
Title: President

Articles of Merger

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EXHIBIT "A"PLAN OF MERGER

This Plan of Merger the ("Plan") is entered into as of June 28, 2002, by Harper Partners, Inc., a Florida corporation ("HPI") and Donahue & Company, Inc., a Florida corporation ("DCI").

BACKGROUND

The boards of directors and shareholders of HPI and DCI have determined that it is advisable and in the best interest of each such corporation and their respective shareholders that DCI be merged with and into HPI on the terms and subject to the conditions set forth herein.

TERMS

1. The Merger. At the Effective Time, as defined below in Article V, DCI shall be merged with and into HPI in accordance with the provisions of the Florida Business Corporation Act (the "Act"), the separate existence of DCI shall cease and HPI shall thereafter continue as the surviving corporation under Florida law.
2. Corporate Documents; Officers and Directors.
  - A. At the Effective Time, the Articles of Incorporation and Bylaws of HPI, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of HPI, as the surviving corporation, immediately after the Effective Time (until such time thereafter as they are amended, altered or repealed in accordance with the provisions of the Act).
  - B. At the Effective Time, the officers and directors of HPI shall be the officers and directors of HPI, as the surviving corporation until their successors are elected and have qualified.
3. Manner and Basis of Converting Shares. At the Effective Time, each share of common stock of DCI, \$1.00 par value per share (the "DCI Common Stock") which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of any holder thereof, be

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converted into the right to receive 0.0540 shares of common stock, \$1.00 par value per share, of HPI.

4. Effect of Merger. At the Effective Time, all property, rights, privileges, powers and franchises of HPI and DCI shall vest in HPI, and all liabilities and obligations of DCI and HPI shall become liabilities and obligations of HPI.

5. Effective Time. As used in this Plan, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Florida Secretary of State.

The parties have caused this Plan to be executed as of June 28, 2002.

Donahue & Company, Inc.

By:   
Name: Kevin Donahue  
Title: President

Harper Partners, Inc.

By:   
Name: David M. Harper  
Title: President

Plan of Merger

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