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**MERGER OR SHARE EXCHANGE
AVERETT WARMUS DURKEE, P.A.**

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ARTICLES OF MERGER
OF
OSBURN, HENNING & COMPANY, C.P.A.'S, PROFESSIONAL ASSOCIATION
(a Florida corporation)

with and into

AVERETT WARMUS DURKEE, P.A.
(a Florida corporation)

Pursuant to Sections 607.1101
of the Florida Business Corporation Act

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act these Articles of Merger provide as follows:

ARTICLE I
State of Incorporation; Surviving Corporation

The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
OSBURN, HENNING & COMPANY, C.P.A.'S, PROFESSIONAL ASSOCIATION	Florida
AVERETT WARMUS DURKEE, P.A.	Florida

AVERETT WARMUS DURKEE, P.A. shall be the surviving corporation.

ARTICLE II
Plan of Merger

Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger (hereinafter "Plan") for merging OSBURN, HENNING & COMPANY, C.P.A.'S, PROFESSIONAL ASSOCIATION with and into AVERETT WARMUS DURKEE, P.A.

ARTICLE III
Approval of the Plan

The Plan was duly adopted by the Board of Directors and all shareholders of AVERETT WARMUS DURKEE, P.A., and by the Board of Directors and all shareholders of OSBURN, HENNING & COMPANY, C.P.A.'S, PROFESSIONAL ASSOCIATION on July 15, 2010.

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ARTICLE III

Name Change

The name of AVERETT WARMUS DURKEE, P.A. will be changed to the following upon the effective date of the merger:

AVERETT WARMUS DURKEE OSBURN HENNING, P.A.

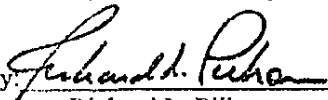
ARTICLE V

Effective Time

These Articles of Merger shall become effective on the date that these Articles of Merger are filed by the Department of State of the State of Florida.

The undersigned officers of the constituent corporations have caused these Articles of Merger to be executed on the 15th day of July, 2010.

OSBURN, HENNING & COMPANY, C.P.A.'S,
PROFESSIONAL ASSOCIATION,
a Florida professional corporation

By: 
Name: Richard L. Pilhorn
Title: President

AVERETT WARMUS DURKEE, P.A.
a Florida professional corporation

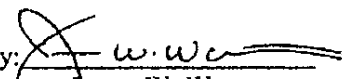
By: 
Name: James W. Warmus
Title: President

EXHIBIT A**PLAN OF MERGER**

of

OSBURN, HENNING & COMPANY, C.P.A.'S, PROFESSIONAL ASSOCIATION
(a Florida corporation)

with and into

AVERETT WARMUS DURKEE, P.A.
(a Florida corporation)

This Plan of Merger was duly adopted on the 15th day of July, 2010 by OSBURN, HENNING & COMPANY, C.P.A.'S, PROFESSIONAL ASSOCIATION, a corporation organized under the laws of the State of Florida, and AVERETT WARMUS DURKEE, P.A., a corporation organized under the laws of the State of Florida.

1. Merger. OSBURN, HENNING & COMPANY, C.P.A.'S, PROFESSIONAL ASSOCIATION ("Merging Corporation") shall, pursuant to the Florida Business Corporation Act, be merged with and into AVERETT WARMUS DURKEE, P.A. ("Surviving Corporation"), which shall be the surviving corporation upon the effective date of the merger, and which shall continue to exist as said Surviving Corporation. The separate existence of the Merging Corporation shall cease upon the effective date of the merger in accordance with the Florida Business Corporation Act.

2. Name Change. The name of the Surviving Corporation will be changed to the following upon the effective date of the merger:

AVERETT WARMUS DURKEE OSBURN HENNING, P.A.

3. Articles of Incorporation. As of the effective date of the merger, the articles of incorporation of the Merging Corporation shall no longer govern and shall be replaced by the articles of incorporation of the Surviving Corporation. The articles of incorporation of the Surviving Corporation shall continue in full force and effect until sooner amended or changed as permitted by the Florida Business Corporation Act.

4. Bylaws. As of the effective date of the merger, the bylaws of the Merging Corporation shall no longer govern and shall be replaced by the bylaws of the Surviving Corporation. The bylaws of the Surviving Corporation shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Florida Business Corporation Act.

5. Officers & Directors. As of the effective date of the merger, the directors and officers in office of the Merging Corporation shall be replaced by the directors and the officers of the Surviving Corporation except that Edward A. Hofma, Ronald J. Person and Denice G. Miller are added to the Board of Directors of the Surviving Corporation, all of whom shall hold their

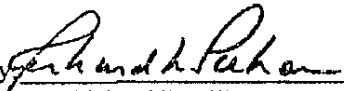
directorships and offices until the election and qualification of their respective successors or their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

6. Manner of Conversion. Each issued share of the Merging Corporation will be converted to thirty (30) shares in the Surviving Corporation.

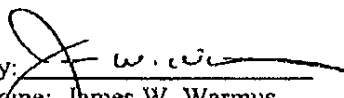
7. Effective Date. The Merger shall become effective upon the filing of the Articles of Merger.

IN WITNESS WHEREOF, OSBURN, HENNING & COMPANY, C.P.A.'S, PROFESSIONAL ASSOCIATION and AVERETT WARMUS DURKEE, P.A. have each caused this Plan of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

OSBURN, HENNING & COMPANY, C.P.A.'S,
PROFESSIONAL ASSOCIATION,
a Florida professional corporation

By: 
Name: Richard L. Pilhorn
Title: President

AVERETT WARMUS DURKEE, P.A.
a Florida professional corporation

By: 
Name: James W. Warmus
Title: President