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MERGER OR SHARE EXCHANGE

SMS MANAGERS OF PINELLAS, INC.

EFFECTIVE DATE
12-31-07

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EFFECTIVE DATE
12-31-07
STATE OF FLORIDA
ARTICLES OF MERGER
OF
SMS MANAGEMENT COMPANY, INC., a Florida corporation
INTO
SMS MANAGERS OF PINELLAS, INC., a Florida corporation

2007 DEC 27 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger was approved and adopted by the director and shareholder of SMS Management Company, Inc., a Florida corporation (the "Merging Corporation") on December 27, 2007, in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was approved and adopted by the director and shareholder of SMS Managers of Pinellas, Inc. (the "Surviving Corporation"), on December 27, 2007 in accordance with the laws of the State of Florida.

SECOND: The effective date of these Articles of Merger shall be December 31, 2007, ("Effective Date"). On the Effective Date, the following actions will occur:


- a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.
- b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.
- d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

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These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes.

Signed this 27th day of December, 2007.

WITNESSES:



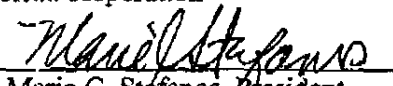
Judith E. Peterson



Judith E. Peterson

SURVIVING CORPORATION:

SMS MANAGERS OF PINELLAS, INC.,
a Florida corporation

By: 
Marie C. Stefanos, President

MERGING CORPORATION:

SMS MANAGEMENT COMPANY, INC.,
a Florida corporation

By: 
Marie C. Stefanos, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this ²⁷ day of December, 2007, and shall be effective as of December 31, 2007, by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

SMS MANAGERS OF PINELLAS, INC., a Florida corporation (the "Surviving Corporation").

Date of incorporation: December 30, 1993

II - MERGED CORPORATION

SMS MANAGEMENT COMPANY, INC., a Florida corporation ("Merged Corporation").

Date of incorporation: July 9, 1981

WITNESSETH:

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its respective date of incorporation is described above;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merged Corporation is the parent of the Surviving Corporation;

WHEREAS, the Corporations have determined that the costs associated with the multiple business records, accounting records, tax records and legal records have become an increasing burden on the Corporations, and that it would be in their mutual best interests to combine their business operations upon the terms and conditions set forth herein;

WHEREAS, the parties intend that said merger shall constitute a transaction of the type described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the respective Boards of Directors and Stockholders of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

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WHEREAS, the entire outstanding capital stock of the Merged Corporation and the Surviving Corporation is held as follows:

| <u>Name of Corporation</u> | <u>Stockholders</u> | <u>Shares Held</u> |
|--------------------------------|---------------------|--------------------|
| SMS Managers of Pinellas, Inc. | Marie C. Stefanos | 100 |
| SMS Management Company, Inc. | Marie C. Stefanos | 100 |

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merged Corporation and the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

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ARTICLE II
CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be SMS MANAGERS OF PINELLAS, INC. The Certificate of Incorporation of the Surviving Corporation as amended herein, shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
OFFICERS AND DIRECTORS OF SURVIVING CORPORATION

The Officers and Directors of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

Directors: Marie C. Stefanos

Officers: Marie C. Stefanos, President, Secretary and Treasurer

ARTICLE V
MANNER OF CONVERTING SHARES

The manner of converting the stock of the Merged Corporation and the Surviving Corporation upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merged Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be canceled.

B. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merged Corporation and the Surviving Corporation.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT
OF SURVIVING CORPORATION

The registered office and registered agent of the Surviving Corporation are as follows:

| | |
|-------------------|------------------------------------|
| Marie C. Stefanos | 2644 1 st Avenue North |
| | St. Petersburg, Florida 33713-8704 |

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ARTICLE VII
APPROVAL OF MERGER BY SHAREHOLDERS AND DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the shareholders and directors of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on December 27, 2007, and shall be effective as of December 31, 2007.

ARTICLE VIII
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTORS OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Merged Corporation, as provided by Chapter 607 of the laws of the State of Florida, on December 27, 2007, and shall be effective as of December 31, 2007.

ARTICLE IX
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of December 31, 2007, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

SURVIVING CORPORATION:

SMS MANAGERS OF PINELLAS, INC.,
a Florida corporation

By: Marie C. Stefanos
Marie C. Stefanos, President

WITNESSES:

[Signature]
Joseph E. Eptian

MERGING CORPORATION:

SMS MANAGEMENT COMPANY, INC.,
a Florida corporation

By: Marie C. Stefanos
Marie C. Stefanos, President

[Signature]
Joseph E. Eptian

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