

**P94000020379**  
**RAHDERT, STEELE & BRYAN, P.A.**  
ATTORNEYS AT LAW

THE ALEXANDER BUILDING  
535 CENTRAL AVENUE  
ST. PETERSBURG, FLORIDA 33701-3703

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OF COUNSEL:  
JOHN W. DAY

700005309097--6  
-04/19/02--01074--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

VIA OVERNIGHT MAIL

April 18, 2002

700005309097--6  
-06/11/02--01013--001  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314


RE: Rahdert, Steele, Bryan & Bole, P.A.

To Whom It May Concern:

Enclosed herein for filing please find our fully executed Plan and Articles of Merger along with our firm's draft in the amount of \$35.00 to cover your filing fee.

Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,

  
George K. Rahdert  
GKR/dcw  
Enclosures

FILED  
02 JUN -7 AM 8:18  
SECONDARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RAHDERT & ANDERSON A FLORIDA ENTITY

INTO

**RAHDERT, STEELE, BRYAN & BOLE, P.A.**, a Florida entity, P94000020379.

File date: June 7, 2002

Corporate Specialist: Agnes Lunt



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 24, 2002

RAHDERT, STEELE & BRYAN, P.A.  
THE ALEXANDER BUILDING  
535 CENTRAL AVE.  
ST. PETERSBURG, FL 33701-3703

SUBJECT: RAHDERT, STEELE, BRYAN & BOLE, P.A.  
Ref. Number: P94000020379

FILED  
02 JUN -7 AM 8:48  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

We have received your document for RAHDERT, STEELE, BRYAN & BOLE, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the articles of merger are as follows:

For each Limited Partnership: \$52.50

For each Limited Liability Company: 25.00

For each Corporation: 35.00

For each General Partnership: 25.00

All Others: No Charge

There is a balance due of \$25.00.

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 call (850) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 102A00024900

## PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER, entered into this 18<sup>th</sup> day of April, 2001 by and between RAHDERT, STEELE, BRYAN & BOLE, P.A., a professional service corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Surviving Corporation"), and RAHDERT & ANDERSON, a partnership organized and existing under the laws of the State of Florida (hereinafter referred to as "Merged Organization").

### WITNESSETH:

WHEREAS, the Board of Directors of each of the parties hereto deem it advisable and in the best interest of the parties hereto and their respective stockholders that Merged Organization should be merged into Surviving Corporation, and that Surviving corporation merge Merged Organization into itself, pursuant to the terms and conditions hereinafter set forth and in the manner prescribed by the laws of the State of Florida;

WHEREAS, Surviving Corporation, by its Certificate of Incorporation, as amended, which was filed with the Secretary of State of Florida, has an authorized capital stock of 1000 shares \$0 par value common capital stock, of which shares are issued and outstanding on the date of the execution hereof; and

WHEREAS, Merged Organization, by its Partnership Agreement and subsequent Quit Claim Deed, is wholly owned by GEORGE K. RAHDERT.

NOW THEREFORE, the parties hereto hereby agree to this Plan and Articles of Merger, whereby Merged Organization is merged into Surviving Corporation, and Surviving Corporation merges Merged Organization into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

### ARTICLE I

Merged Organization shall be and is hereby merged into Surviving Corporation, and Surviving Corporation shall and does hereby merge Merged Organization into itself. Surviving Corporation shall continue to be governed by the laws of the State of Florida.

### ARTICLE II

The Articles of Incorporation of Surviving Corporation shall remain in effect unchanged as a result of this merger.

### ARTICLE III

Upon the effective date of this merger, the outstanding shares of the capital stock of Surviving Corporation, namely, shares, and the outstanding shares of the capital stock

of Merged Corporation, namely, shares, shall be surrendered for cancellation, and the holders thereof shall receive stock in Surviving Corporation as follows:

Stockholder	Shares
George K. Rahdert	1000

#### ARTICLE IV

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

- a) Until altered, amended or repealed as therein provided, the bylaws of Surviving Corporation as they shall exist on the effective date of this Plan and Articles of Merger shall be the bylaws of Surviving Corporation.
- b) The first annual meeting of the stockholders of Surviving Corporation to be held after the date this merger becomes effective shall be the annual meeting provided or to be provided by the bylaws thereof.
- c) The first regular meeting of the Board of Directors of Surviving Corporation to be held after the date this merger becomes effective may be called or may convene in the manner provided in the bylaws of Surviving Corporation and may be held at the time and place specified in the notice of meeting.
- d) Surviving Corporation shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.
- e) Neither of the merging organizations shall issue or sell or issue right to subscribe to any shares of its capital stock prior to the effective date of the merger.
- f) Neither of the merging organizations shall incur, prior to the effective date of the merger, any obligations not within the express contemplation of this Plan and Articles of Merger, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.
- g) Upon the effective date of this merger, the separate existence of Merged Organization shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all the restrictions,

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TALLAHASSEE, FLORIDA

disabilities and duties of each of the merging corporations, and shall have all the rights, privileges, powers and franchises of each of the merging corporations; and all property, real, personal and mixed, and all debts due to each of the merging corporations shall be vested in Surviving Corporation, and all property, rights and privileges, powers and franchises of the merging corporations and all and every other interest of them shall be thereafter as effectually the property of Surviving Corporation as they were of the respective merging corporations; and the title to and real estate, whether by deed or otherwise, vested in any of the merging corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of the merging corporations shall be preserved unimpaired; and all debts, liabilities and duties of Merged Organization shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Corporation shall cause a copy of this Plan and Articles of Merger certified by the Department of State of the State of Florida to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, or any, of the Merged Organization is situated.

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STATE OF FLORIDA

- h) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Organization, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan and Articles of Merger.

#### ARTICLE V

Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this plan and Articles of Merger which may be contained in the Articles of Incorporation as a corporation organized under the law of the State of Florida in the manner now and hereafter prescribed by said laws, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE VI

- a) Upon the approval of this Plan and Articles of Merger by the stockholders of the merging corporations in accordance with the laws of the State of Florida, this Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida.

- b) Upon the filing of this Plan and Articles of Merger by the Secretary of State of the State of Florida, this merger shall be effective as of the close of business on April 19, 2002.
- c) The effective date of the merger shall be the day such approval is granted and all fees and taxes paid.

#### ARTICLE VI

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this plan and Articles of Merger to be executed by the President and Secretary of each of them, pursuant to authority given by their respective Board of Directors and stockholders as follows:

Approved by the Board of Directors and Stockholders at meetings duly held on April 18, 2002.

Approved by the Board of Directors and Stockholders at meeting duly held on April 18, 2002.

Approved by an Action by Written Consent of the Board of Directors on April 18, 2002.

Approved by an Action by Written Consent of the Board of Directors on April 18, 2002.

By  4/19/02  
GEORGE K. RAHDERT, President  
Rahdert, Steele, Bryan & Bole, P.A.

By  4/19/02  
GEORGE K. RAHDERT, President &  
Managing Partner, Rahdert & Anderson

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