

P94000027641

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

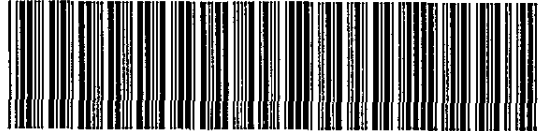
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12-16-03--01008--001 \*\*78.75

Effective Date  
12-31-03

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NEW YORK

merger  
T. Lewis 12/22/03

LANGFORD, HILL & WILLIAMS, P.A.

ATTORNEYS AT LAW

BENJAMIN FELDER  
EDWARD A. HILL  
E. C. LANGFORD \*†  
K.C. WILLIAMS III

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\* BOARD CERTIFIED CIVIL TRIAL LAWYER  
† BOARD CERTIFIED BUSINESS LITIGATION LAWYER

December 18, 2003

Division of Corporations  
Attn: Thelma Lewis  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Plan of Merger for West Coast Insurance, Inc. and Lackey, Smith, Inc.

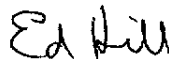
Dear Ms. Lewis:

Pursuant to our telephone conversation this morning, I have enclosed the Plan of Merger in the above transaction, which I inadvertently neglected to include with the Articles of Merger I filed earlier this month.

I apologize for any inconvenience this causes you and would welcome your contacting me if you need anything further.

Very truly yours,

LANGFORD, HILL & WILLIAMS, P.A.



Edward A. Hill

EAH/crb

Enclosure

LANGFORD, HILL & WILLIAMS, P.A.

ATTORNEYS AT LAW

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December 11, 2003

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger - Lackey, Smith, Inc./West Coast Insurance, Inc.

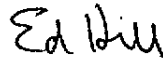
Dear Sir/Madam:

Enclosed please find Articles of Merger for Lackey, Smith, Inc. along with a check in the amount of \$78.75 to cover the cost of the merger of two companies and to receive a certified copy of the Articles of Merger.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LANGFORD, HILL & WILLIAMS, P.A.



Edward A. Hill

EAH/crb

Enclosures as stated

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>West Coast Insurance, Inc.</u>	<u>Hillsborough County, Florida</u>	<u>P94000027641</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Lackey, Smith, Inc.</u>	<u>Hillsborough County, Florida</u>	<u>L46944</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 12 / 31 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11/9/03.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11/9/03.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

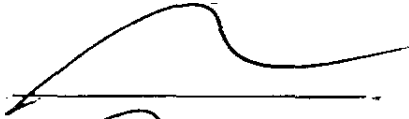
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

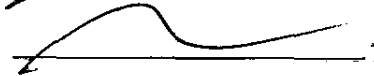
Typed or Printed Name of Individual & Title

West Coast Insurance, Inc.



*George W. Lackey*  
~~Karen G. Lackey, President~~

Lackey, Smith, Inc.



George W. Lackey, President

\_\_\_\_\_

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**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

West Coast Insurance, Inc.

Hillsborough County, Florida

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Lackey, Smith, Inc.

Hillsborough County, Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the stockholders after December 31, 2003 (the "Effective Date"). The Certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: