

P94000058395



ACCOUNT NO. : 072100000032

REFERENCE : 647425 5674A

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 78.75

FILED  
00 APR -3 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 31, 2000

ORDER TIME : 3:30 PM

ORDER NO. : 647425-015

8000003194498-8

CUSTOMER NO: 5674A

CUSTOMER: Robert C. Burke, Jr., Esq  
Kimpton Burke & White  
Suite 100  
28059 U.S. Highway 19, North  
Clearwater, FL 33761

ARTICLES OF MERGER

SMA MANAGEMENT GROUP, INC.

INTO

SUN MARKETING ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
00 APR -3 PM 4:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

COULLETTE APR 04 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SMA MANAGEMENT GROUP, INC., a Florida corporation, P98000065704

INTO

**SUN MARKETING ASSOCIATES, INC.**, a Florida entity, P94000058395

File date: April 3, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 43.75

**ARTICLES OF MERGER  
OF FLORIDA CORPORATIONS  
INTO  
SUN MARKETING ASSOCIATES, INC.**

FILED  
00 APR -3 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act:

Such Plan of Merger is identified in the attached Plan of Merger which is incorporated hereby by reference.

2. The dates of adoption of the Plan of Merger by the shareholders were:

Name of Corporation	Date
Sun Marketing Associates, Inc.	February 29, 2000
SMA Management Group, Inc.	February 29, 2000

3. As to each of the undersigned corporations, the number of share outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name	Entitled to Vote as a Class		
	No. Shares Outstanding	Designation of Class	No. Of Shares
Sun Marketing Associates, Inc.	190	Common	190
SMA Management Group, Inc.	200	Common	200

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively are as follows:

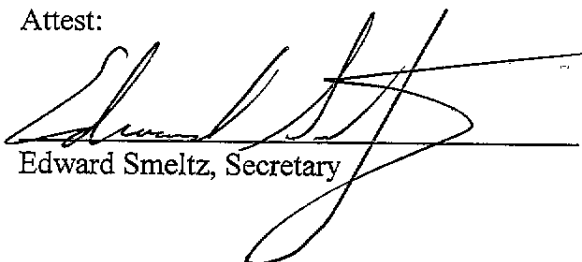
Name	Total Voted For	Total Voted Against	Entitled to Vote as a Class Class	Number of Shares	
				Voted For	Voted Against
Sun Marketing Associates, Inc.	190	0	Common	190	0
SMA Management Group, Inc.	200	0	Common	200	0

Dated: February 29, 2000

SUN MARKETING ASSOCIATES, INC.


By:   
Arlan Larson, President

Attest:

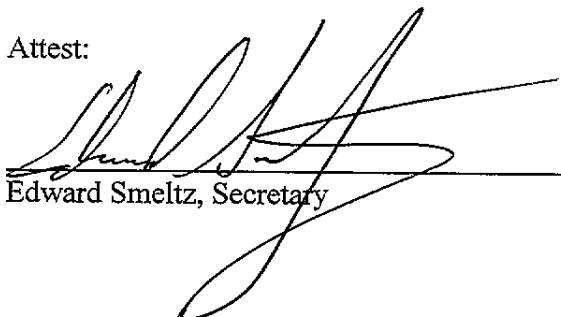
  
Edward Smeltz, Secretary

(Corporate Seal)

SMA MANAGEMENT GROUP, INC.

By:   
Arlan Larson, President

Attest:

  
Edward Smeltz, Secretary

(Corporate Seal)

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

Before me, the undersigned authority, personally appeared Arlan Larson and Edward Smeltz, who are to me well known to be the persons described in and who subscribed the above Articles of Merger, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my seal at Clearwater, in said County and State this 29th day of February, 2000.



PATRICIA L. BAUZA  
My Commission CC570268  
Expires Jul. 17, 2000

*Patricia L. Bauza*  
Notary Public, State of Florida  
Name: *Patricia Bauza*  
Serial No: *CC570268*  
Commission Expires: *7/17/2000*

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

Before me, the undersigned authority, personally appeared Arlan Larson and Edward Smeltz, who are to me well known to be the persons described in and who subscribed the above Articles of Merger, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my seal at Clearwater, in said County and State this 29th day of February, 2000.



PATRICIA L. BAUZA  
My Commission CC570268  
Expires Jul. 17, 2000

*Patricia L. Bauza*  
Notary Public, State of Florida  
Name: *Patricia L. Bauza*  
Serial No: *CC570268*  
Commission Expires: *7/17/2000*

## **PLAN OF MERGER**

**This Plan of Merger** dated this 29th day of February, 2000, but effective for accounting purposes the 29th day of February, 2000, pursuant to Florida Chapter 607.1101 of the general corporation laws of the State of Florida, between **SMA MANAGEMENT GROUP, INC.**, a Florida corporation, hereinafter referred to as the "Acquired Corporation" and **SUN MARKETING ASSOCIATES, INC.**, a Florida corporation, hereinafter referred to as the "Surviving Corporation".

### **WITNESSETH:**

**WHEREAS**, the two (2) constituent corporations desire to enter into this Plan of Merger for the purpose of merging them into one of such corporations; and

**WHEREAS**, the Acquired Corporation, by its Certificate of Incorporation which was filed in the offices of the Secretary of State, State of Florida, on the 27th day of July, 1998, has an authorized capital stock consisting of one thousand (1,000) shares of common stock having a par value of \$1 per share, and of which two hundred (200) shares of such common stock are now issued and outstanding; and

**WHEREAS**, the Surviving Corporation by its Certificate of Incorporation which was filed in the offices of the Secretary of State, State of Florida, on the 4th day of August, 1994, has an authorized capital stock consisting of one thousand (1,000) shares of common stock having a par value of \$1 per share, and of which one hundred ninety (190) shares of such common stock are now issued and outstanding; and

**WHEREAS**, the registered office of the Surviving Corporation, in the State of Florida, is located at 1822 Drew Street, Suite 1, Clearwater, Florida 33765, and the name of the registered agent at such address is Arlan Larson; and

**WHEREAS**, the registered office of the Acquired Corporation, in the State of Florida, is located at 1822 Drew Street, Suite 1, Clearwater, Florida 33765, and the name of the registered agent at such address is Arlan Larson.

**NOW, THEREFORE**, the corporations, parties to this Plan of Merger in consideration of mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. The Acquired Corporation hereby merges itself into the Surviving Corporation.

2. The Articles of Incorporation of the Surviving Corporation, as heretofore amended, which is in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

3. The Bylaws of the Surviving Corporation, as heretofore amended, which are in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation.

4. The manner of converting the outstanding shares of the Acquired Corporation into the shares of the Surviving Corporation shall be as follows:

In that the shareholders and percentages of ownership of the Surviving Corporation are the same as the Acquired Corporation, each share of the common stock of the Acquired Corporation, presently issued and outstanding shall be retired and no shares of common stock or other securities of the Surviving Corporation shall be used in respect thereof or in exchange thereof.

After the effective date of this Agreement of Merger, each holder of an outstanding certificate representing shares of the common stock of the Acquired Corporation shall surrender the same to the Surviving Corporation, and each such holder shall be entitled upon surrender to receive the number of shares of common stock of the Surviving Corporation, on the basis set out above. Until so surrendered, the outstanding shares of the common stock of the Acquired Corporation, to be converted into the stock of the Surviving Corporation, as provided herein, may be treated by the Surviving Corporation, for all purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place, all subject to the terms and conditions of the Stock Restriction Agreement, if any.

5. The Directors and Officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

6. The merger shall become effective upon filing with the Secretary of State of the State of Florida. For accounting purposes, the effective date of the merger shall be as of the close of business on the 29th day of February, 2000. The merger contemplated hereunder shall be treated as a pooling of interest and entry shall be made upon the books of the Surviving Corporation, as of the effective date, of the following:

(a) The assets and liabilities of the Acquired Corporation are to be transferred to and assumed by the Surviving Corporation and shall be recorded at the amounts at which they are carried on the books of the Acquired Corporation immediately prior to the effective date of Merger, with appropriate adjustments to reflect a retirement of the organization's stock of the Acquired Corporation.

(b) There shall be credited to the capital account the aggregate amount of the par value per share of all of the common stock of the Surviving Corporation resulting from the conversion of the outstanding common stock of the Acquired Corporation.

(c) There shall be credited to the capital surplus account an amount equal to that carried on the capital surplus account of the Acquired Corporation, immediately prior to the effective date.

(d) There shall be credited to the earned surplus account an amount equal to that carried on the earned surplus account of the Acquired Corporation, immediately prior to the effective date.

7. Upon the earlier of the merger becoming effective, or the effective date for accounting purposes, all property and assets of the Acquired Corporation of every kind and description shall be transferred to and invested in the Surviving Corporation without further act or deed, and said assets and property shall be effectively the property of the Surviving Corporation, as they were of the Acquired Corporation, and the Surviving Corporation, respectively. The Acquired Corporation agrees from time to time, and when requested by the Surviving Corporation, or by its successor or assigns, to execute and deliver or cause to be executed and delivered all such deeds and other instruments and take or cause to be taken such further or other actions as they Surviving Corporation may deem necessary or desirable in order to vest in and conform to the Surviving Corporation title to and possession of any property of the Acquired Corporation, acquired or to be acquired by reason of or as a result of the merger, and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the Surviving Corporation, and further the Acquired Corporation, are fully authorized in the names of their respective corporations to take any and all such actions.

8. The Acquired Corporation hereby agrees that it may be served with process in the State of Florida, and any proceedings for the enforcement of any obligation of the Acquired Corporation, and in any proceedings for the enforcement of the rights of a dissenting shareholder of the Acquired Corporation, and irrevocably appoints the Secretary of State of Florida, as its agent to accept service of process in any such proceedings.

9. The Surviving Corporation shall assume all of the liabilities of the Acquired Corporation.

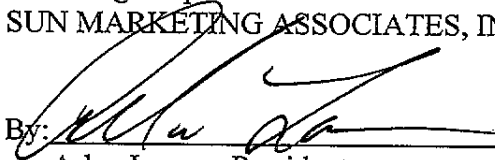


IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective board of directors and shareholders, have caused these presents to be executed by the President and Attested by the Secretary of each party hereto.

Surviving Corporation  
SUN MARKETING ASSOCIATES, INC.


Attest:

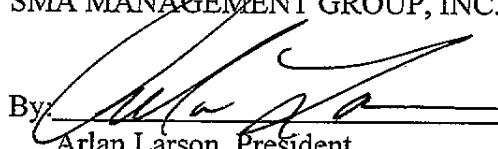
  
Edward Smeltz, Secretary

By:   
Arlan Larson, President  
(Corporate Seal)

Acquired Corporation  
SMA MANAGEMENT GROUP, INC.

Attest:

  
Edward Smeltz, Secretary

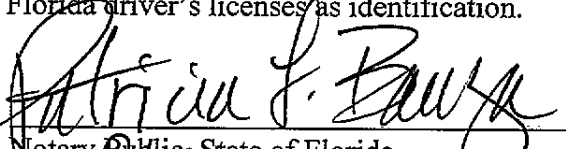
By:   
Arlan Larson, President  
(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of February, 2000 by ARLAN LARSON and EDWARD SMELTZ as President and Secretary respectively of SUN MARKETING ASSOCIATES, INC., a Florida corporation, on behalf of the corporation. They are (✓) personally known to me or have ( ) produced Florida driver's licenses as identification.



PATRICIA L. BAUZA  
My Commission CC570266  
Expires Jul, 17, 2000

  
Notary Public, State of Florida  
Name: Patricia L. Bauza  
Serial No: CC570266  
Commission Expires: 7/17/2000

STATE OF FLORIDA  
COUNTY OF PINELLAS

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My Commission CC570266  
Expires Jul. 17, 2000

*Patricia L. Bauza*  
Notary Public, State of Florida  
Name: *Patricia Bauza*  
Serial No: *CC570266*  
Commission Expires: *7/17/2000*