



**THE UNITED STATES  
CORPORATION**  
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 952339 5030952

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 4, 1998

ORDER TIME : 11:02 AM

ORDER NO. : 952339-005

CUSTOMER NO: 5030952

CUSTOMER: Jeremy Koss, Esq  
Phillips Eisinger & Koss,  
Suite 265 South  
4000 Hollywood Boulevard  
Hollywood, FL 33021

300002632273--2  
-09/04/98--01069--019  
\*\*\*\*122.50 \*\*\*\*122.50

ARTICLES OF MERGER

AFFILIATED FINANCIAL  
CORPORATION II, INC.

INTO

AFFILIATED FINANCIAL  
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

\*00789, 00561, 00672

RECEIVED  
98 SEP -4 AM 11:39  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

AFFILIATED FINANCIAL CORPORATION II, INC., a Florida corporation,  
P97000046907.

INTO

**AFFILIATED FINANCIAL CORPORATION,** a Florida corporation,  
P95000023932

File date: September 30, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER OF  
AFFILIATED FINANCIAL CORPORATION II, INC.  
INTO  
AFFILIATED FINANCIAL CORPORATION

FILED  
98 SEP 30 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101, the corporations described herein, desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is:

AFFILIATED FINANCIAL CORPORATION

The name of the surviving corporation has not been changed as a result of the merger.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated in this state on March 24, 1995.

ARTICLE III

The name of the nonsurviving corporation is: AFFILIATED FINANCIAL CORPORATION II, INC.

The state of domicile of the nonsurviving corporation is: Florida

The date of incorporation of the nonsurviving corporation is May 27, 1997.

ARTICLE IV

The Plan of Merger, containing the information required by Florida Statutes Section 607.1101, is set forth in Exhibit A, which is attached hereto and made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

Duly approved shareholder action. The vote of the shareholders was:

100% of the total number of votes eligible to vote approved the plan.

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

Duly approved shareholder action. The vote of the shareholders was:

100% of the total number of votes eligible to vote approved the plan.

The number of votes cast for the plan was sufficient for approval.

ARTICLE VII

These Articles of Merger will be effective upon filing.

Date:

  
[OFFICER'S NAME & TITLE]

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## PLAN OF MERGER

This Plan of Merger entered into this \_\_\_\_\_ day of \_\_\_\_\_, 1998, by and between Affiliated Financial Corporation, a Florida corporation (hereinafter called "AFC") and Affiliated Financial Corporation II, Inc., a Florida corporation (hereinafter called "AFC II").

### WITNESSETH:

WHEREAS AFC has an authorized capital stock consisting of 100,000 shares of Common Stock, par value \$1.00 per share, of which 10,000 shares have been duly issued and are now outstanding; and

WHEREAS AFC II has an authorized capital stock consisting of 100,000 shares of Common Stock, par value \$1.00 per share, of which 10,000 shares were duly issued and outstanding; and

WHEREAS the Boards of Directors of AFC and AFC II, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that AFC merge with AFC II under and pursuant to the provisions of Florida Business Corporation Act and the General Corporation Law of Florida; and

WHEREAS, the respective shareholders of AFC and AFC II have approved the terms and conditions of the merger.

NOW, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Merger. AFC II shall be and hereby is merged into AFC.
2. Effective Date. This Plan of Merger shall become effective immediately upon compliance with the laws of the State of Florida, the time of such effectiveness being hereinafter called the Effective Date.
3. Surviving Corporation. AFC shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of AFC II shall cease forthwith upon the Effective Date.
4. Authorized Capital. The authorized capital stock of AFC following the Effective Date shall be 100,000 shares of Common Stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.
5. Articles of Incorporation. The Articles of Incorporation of AFC following the

Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of AFC or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of AFC as the surviving corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of AFC separate and apart from this Plan of Merger and may be separately certified as the Articles of Incorporation of AFC.

6. Bylaws. The Bylaws of AFC shall be the Bylaws of the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. Further Assurance of Title. If at any time, AFC shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to AFC any right, title, or interest of AFC II held immediately prior to the Effective Date, AFC II and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in AFC as shall be necessary to carry out the purposes of this Plan of Merger, and AFC and the proper officers and directors thereof are fully authorized to take any and all such action in the name of AFC II or otherwise.

8. Conversion of Outstanding Stock. Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of AFC II and all rights in respect thereof shall be converted into one full paid and nonassessable share of Common Stock of AFC, and each certificate nominally representing shares of Common Stock of AFC II shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of AFC. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of AFC but as certificates nominally representing shares of Common Stock of AFC II, AFC will cause to be issued therefor certificates for a like number of shares of Common Stock of AFC.

9. Book Entries. The assets, liabilities, reserves and accounts of AFC II shall be recorded on the books of AFC at the amounts at which they were carried on the books of AFC II subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

10. Tax effect. AFC and AFC II intend to meet the nontaxability requirement of I.R.C. §368(a)(1)(A).

11. Directors. The names of the first directors of AFC following the Effective Date, who shall be four (4) in number and who shall hold office from the Effective Date until their successors shall be elected and shall qualify, are as follows:

William Lehman, Jr. 21400 N.W. 2nd Avenue, Miami, FL

Alan Reyf 21200 N.W. 2nd Avenue, Miami, FL

Douglas Jacobs 3900 Hollywood Boulevard, #201, Hollywood FL 33021

Daniel Jacobs 3900 Hollywood Boulevard, #201, Hollywood FL 33021

12. Officers. The names of the first officers of AFC following the Effective Date, who shall be four in number and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

Douglas Jacobs President

Alan Reyf Vice President

Alan Reyf Secretary

Douglas Jacobs Treasurer

13. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of AFC as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the by-laws of AFC.

14. Amendment. This Plan of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

"AFFILIATED FINANCIAL  
CORPORATION II, INC."

Approved by the Board of  
Directors and all of its Stockholder  
at a meeting duly held on

AUG. 28, 1998

By:    
Douglas Jacobs, President

"AFFILIATED FINANCIAL  
CORPORATION"

Approved by the Board of  
Directors and all of its  
Stockholders at a meeting duly held  
on

AUG. 28, 1998

By:    
Douglas Jacobs, President

Attest:

Alan Reyf, Secretary

Attest:

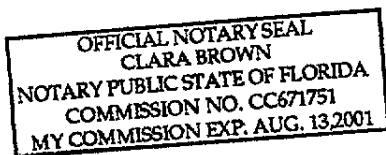
Alan Reyf, Secretary

STATE OF FLORIDA }

COUNTY OF Broward }

On this 28<sup>th</sup> day of AUGUST, 1998, before me, the undersigned, personally appeared Douglas Jacobs and Alan Reyf, known to me to be the President and Secretary, respectively, of Affiliated Financial Corp., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Plan of Merger of Affiliated Financial Corp., and Affiliated Financial Corp. II, Inc., and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



Notary Public

Clara Brown

My Commission Expires: 8/13/2001

STATE OF FLORIDA }

COUNTY OF Broward }

On this 28<sup>th</sup> day of AUGUST, 1998, before me, the undersigned, personally appeared Douglas Jacobs and Alan Reyf known to me to be the President and Secretary, respectively, of Affiliated Financial Corp. II, Inc., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Plan of Merger of Affiliated Financial Corp. and Affiliated Financial Corp. II, Inc., and that they have executed the foregoing instrument in their capacity as officers of said corporation

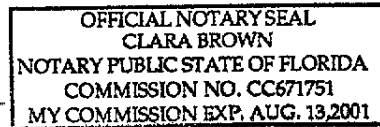


as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the date and year first above written.

Clara Brown  
Notary Public  
Clara Brown

My Commission Expires: 8/13/2001



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P95000023932

Phillips, Eisinger, Koss & Rosenfeldt, P.A.

Attorneys At Law

Presidential Circle  
4000 Hollywood Boulevard  
Suite 265 South  
Hollywood, Florida 33021

Miami Location

Alfred I. Dupont Building  
169 East Flagler Street  
Suite 1000  
Miami, Florida 33131

Please respond to:  
Hollywood Office (X)  
Miami Office ( )

TELEPHONE:  
954 894-8000  
FACSIMILE  
954 894-8015

September 28, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: **Annette Hogan**  
**Corporate Specialist**

FILED  
98 SEP 30 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Filing of Articles of Merger & Plan of Merger  
Affiliated Financial Corporation II, Inc. Into Affiliated Financial Corp.

Dear Ms. Hogan:

This is in response to your letter of September 8, 1998.

Please be advised that the date of adoption is just above the signatures on page 3 of the Plan. Therefore, I am returning the original and one (1) copy of the above referenced Articles of Merger and Plan of Merger. You have already received our check in the amount of \$122.50, made payable to the Secretary of State. Please furnish us with the certified copy of the Articles and appropriate certificate of Merger at your earliest possible convenience.

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

Sincerely,

*Jeremy A. Koss*

JEREMY A. KOSS  
For the Firm

JAK/bkn

Enclosures

Signed in the absence of an attorney to  
avoid delay in processing

merger  
TLL OCT 1 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 8, 1998

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: AFFILIATED FINANCIAL CORPORATION  
Ref. Number: P95000023932

We have received your document for AFFILIATED FINANCIAL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 598A00045635