

Document Number Only

P95000059977

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

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Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

100002173341-8
-05/09/97--0114--014
*****70.00 *****70.00

CORPORATION(S) NAME

Merger

Lanco, Inc.

merging into:

The Lanco Advisory Group, Inc.

97 MAY -8 PM 11:49

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Limited Liability Co.

Foreign

Amendment

Dissolution/Withdrawal

Merger

Mark

Limited Partnership

Reinstatement

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P95000059977

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LAMCO, INC., a Rhode Island corporation not authorized to transact business in
Florida

INTO

THE LAMCO GROUP, INC., a Florida corporation, P95000059977.

File date: May 9, 1997

Corporate Specialist: Annette Hogan

The plan of merger may set forth:

(4) Amendments to, or a restatement of the articles of incorporation of the surviving corporation; and

(5) Other provisions relating to the merger.)

FIFTH: The effective date of the certificate of merger shall be the date of filing
day of _____ 19 _____.

(NOTE: The effective date of the merger may be on or after the date of filing the certificate. If the articles of merger do not provide for an effective date of the merger, then the effective date shall be the date on which the articles of merger are filed.)

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

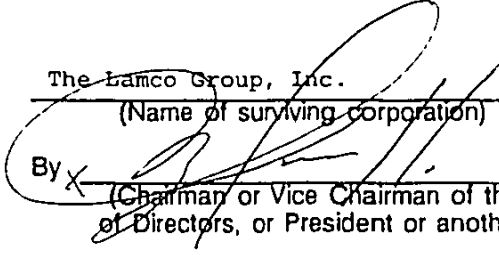
SEVENTH: The plan of merger was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of Lamco, Inc., on
(Name of merged corporation)

the 5th day of March, 19 97 and was adopted by the shareholders
(or the Board of Directors when no vote of the shareholders is required) of _____
The Lamco Group, Inc. on
(Name of surviving corporation)

the 5th day of March, 19 97.

Signed this 5th day of March, 19 97.

The Lamco Group, Inc.
(Name of surviving corporation)

By X 
(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

Nicholas J. Lamoriello
(Name)

President
(Title)

Lamco, Inc.

(Name of merged corporation)

By

(Chairman or Vice Chairman of the Board
of Directors, or President or another officer)

Nicholas J. Lamoriello

(Name)

President

(Title)

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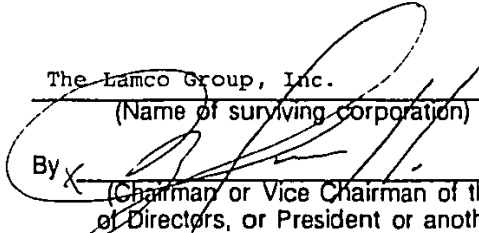
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(or the Board of Directors when no vote of the shareholders is required) of _____
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(Name of surviving corporation)

the 5th day of March, 19 97.

Signed this 5th day of March, 19 97.

The Lamco Group, Inc.
(Name of surviving corporation)

By X 
(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

Nicholas J. Lamoriello
(Name)

President
(Title)

Lamco, Inc.

(Name of merged corporation)

By

(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

Nicholas J. Lamoriello

(Name)

President

(Title)

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of March 5, 1997 is by and between LAMCO, INC., a Rhode Island corporation (the "Merged Corporation") and THE LAMCO GROUP, INC., a Florida corporation (the "Surviving Corporation") (the Merged Corporation and Surviving corporation are sometimes hereinafter referred to collectively as the "Constituent Corporations").

WHEREAS, the Merged Corporation is a Rhode Island corporation, its Articles of Incorporation having been filed in the office of the Secretary of State of Rhode Island on March 1, 1989; and

WHEREAS, the Merged Corporation has authorized capital stock consisting of Eight Thousand (8,000) shares of \$1.00 par value Common Stock; and

WHEREAS, the Surviving Corporation is a Florida corporation, its Articles of Incorporation having been filed in the office of the Secretary of State of Florida on August 3, 1995; and

WHEREAS, the Surviving Corporation has authorized capital stock of Eight Thousand (8,000) shares of \$1.00 par value Common Stock; and

WHEREAS, the Board of Directors and all of the shareholders of each of the Constituent Corporations, deem it advisable that the Constituent Corporations merge and have duly approved and authorized the form of this Agreement and Plan of Merger; and

WHEREAS, the laws of the State of Florida and the State of Rhode Island permit such a merger, and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of their respective states;

NOW, THEREFORE, in consideration of these premises and of the mutual agreements and covenants herein contained, it is agreed that the Merged Corporation shall be and it hereby is merged into the Surviving Corporation, which shall be the surviving corporation, and the terms and conditions of such merger and the manner of carrying it into effect are and shall be as follows:

Section 1. Name of Surviving Corporation. The corporate existence of the Surviving Corporation shall continue under the name of The Lamco Group, Inc.

Section 2. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the corporate purposes of the Surviving Corporation.

Section 3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement and Plan of Merger.

Section 4. By-Laws of Surviving Corporation. The By-laws of the Surviving Corporation, as they shall exist on the effective date of the merger, shall be and remain and continue to be the By-laws of the Surviving Corporation until they shall be altered, amended, or repealed as therein provided.

Section 5. Directors and Officers. Persons who are directors or officers of the Surviving Corporation on the effective date of the merger shall be and remain and continue to be directors and officers of the Surviving Corporation until their respective successors are duly named and qualified.

Section 6. Effective Date of Merger.

(a) For all purposes under the laws of the State of Rhode Island, this Agreement and Plan of Merger and the merger herein provided for shall become effective as soon as (i) this Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Rhode Island and Rhode Island Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws and (ii) said Articles of Merger shall have been filed in the office of the Secretary of State of Rhode Island.

(b) For purposes of the laws of the State of Florida, this Agreement and Plan of Merger and the merger herein provided for shall become effective, and the separate existence of the Merged Corporation shall cease except insofar as it may be continued by statute or operation of law, as soon as (i) this Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Florida and Florida Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws (ii) said Articles of Merger shall have been filed in the office of the Secretary of State of Florida.

(c) The date upon which this Agreement and Plan of Merger and any other required documents have been filed in all of the offices mentioned above and upon which the Constituent Corporations shall so become a single corporation is the effective date of the merger.

(d) Notwithstanding the foregoing provisions of this Section 6, the merger provided for herein shall be deemed effective for accounting purposes as of the close of business on March 31, 1997.

Section 7. Manner and Basis of Converting Shares. Immediately upon the effective date of the merger, each outstanding share of capital stock of the Merged Corporation

shall be exchanged for one share of the capital stock of the Surviving Corporation and, thereupon, the shares of stock of the Merged Corporation shall cease to exist and shall be deemed cancelled, retired and eliminated. Except as set forth above, no cash or shares or other securities or obligations will be distributed, or issued upon conversion or cancellation of the shares of the Merged Corporation.

Section 8. Effect of Merger. Upon this merger becoming effective:

(a) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for, and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

(b) The Surviving Corporation shall possess all rights, privileges, powers and franchises and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise herein provided, and except as otherwise provided by law;

(c) The Surviving Corporation shall be vested with all property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other choses in action belonging to the Constituent Corporations; and

(d) All property, rights, privileges, powers and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of the Merged Corporation shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted for by it.

Section 9. Delivery of Deeds and Instruments. From time to time as and when requested by the Surviving Corporation or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall make, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in Section 8 hereof and otherwise to carry out the intent and purposes of this Agreement and Plan of Merger. For the convenience of the parties and to facilitate the filing and recording of this Agreement and Plan of Merger, any number of counterparts hereof may

be executed and each such executed counterpart shall be deemed to be an original instrument.

Section 10. Expenses of Merger. The Surviving Corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

Section 11. Abandonment of Merger. This Agreement and Plan of Merger shall be submitted to the directors and shareholders of the Merged Corporation and the Surviving Corporation as provided by the applicable laws of the States of Rhode Island and Florida; and upon the approval and adoption thereof, in the manner provided by such laws, by the members of the Boards of Directors and holders of the outstanding shares of capital stock of the Merged Corporation and the Surviving Corporation, shall be deemed and taken to be the Agreement and Plan of Merger and act of merger of the Constituent Corporations; provided, however, that anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated or abandoned before it becomes effective without further action or approval by the shareholders of either of the Constituent Corporations:

(a) By mutual consent of the Boards of Directors of the Constituent Corporations; or

(b) By the Board of Directors of either one of the Constituent Corporations in the event of failure or inability to obtain necessary authorizations and approvals of any governmental agencies; or

(c) By the Board of Directors of either one of the Constituent Corporations if any material litigation or claims shall be pending or threatened against or substantially affecting any of the Constituent Corporations or the Surviving Corporation or any of their respective assets, or the merger, which, in the judgment of such Board, renders it inadvisable to proceed with the merger.

Section 12. Service of Process. Upon the merger herein proposed becoming effective, the Surviving Corporation agrees that it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of the Merged Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merged Corporation against the Surviving Corporation. The Surviving Corporation shall irrevocably appoint the Secretary of State of the State of Rhode Island as its agent upon whom may be served any notice, process or pleading in any such action or proceeding; provided, however, that such appointment shall not be effective until the merger herein contemplated becomes effective.

Section 13. Dissenting Shareholders. The Surviving Corporation shall promptly pay to the dissenting shareholders of the Merged Corporation the amount, if any, to which

they shall be entitled under the provisions of the Rhode Island Business Corporation Act with respect to the rights of dissenting shareholders.

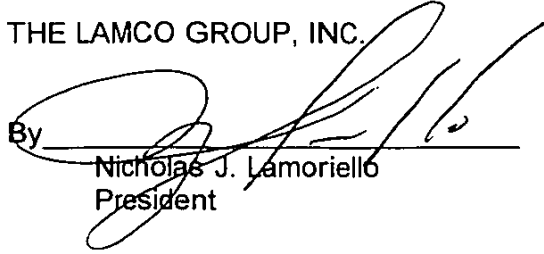
Section 14. Tax Purposes. For federal tax purposes, the merger effected hereby is a corporate reorganization categorized as a mere change in the place of organization of the Merged Corporation under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

SURVIVING CORPORATION:

THE LAMCO GROUP, INC.

By

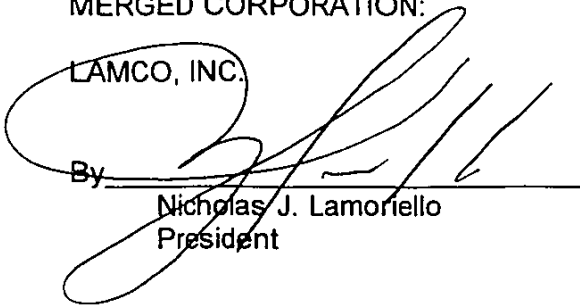


Nicholas J. Lamoriello
President

MERGED CORPORATION:

LAMCO, INC.

By



Nicholas J. Lamoriello
President

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