

P96000023886

RR

RYAN & RYAN

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION
11891 U.S. HIGHWAY ONE, STE. 201
NORTH PALM BEACH,
FLORIDA 33408

JAMES D. RYAN

PHONE: (561) 691-1766
FAX: (561) 691-1355

January 7, 2000

400003096424--7
-01/12/00--01079--007
*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassêe, Florida 32314

RE: Merger - Ryan & Ryan Attorneys, P.A.
& James D. Ryan & Associates

Dear Ladies and Gentlemen:

Enclosed please find a check in the amount of \$70.00 along with a Plan of Merger for the referenced companies. Would you please file the Plan and return an acknowledgement that this has been done.

Thank you very much. If there are any questions, please give me a call at 561-691-1766.

Sincerely,

Pat Robinson

Secretary to JAMES D. RYAN

*Merger
1-21-00
JDR*

FILED
00 JAN 12 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

00 JAN 12 PM 3: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

JAMES D. RYAN & ASSOCIATES, P.A., a Florida corporation, P96000023879

INTO

RYAN & RYAN ATTORNEYS, P.A., a Florida entity, P96000023886.

File date: January 12, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER OF
JAMES D. RYAN & ASSOCIATES, P.A.

a Florida Corporation,

Into

RYAN & RYAN ATTORNEYS, P.A., a Florida Corporation

FILED
00 JAN 12 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between JAMES D. RYAN & ASSOCIATES, P.A., a Florida corporation ("DISAPPEARING CORPORATION") and RYAN & RYAN ATTORNEYS, P.A., a Florida corporation ("SURVIVING CORPORATION").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") DISAPPEARING CORPORATION and R & R adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated Jan. 7, 2000, ("Plan of Merger") between DISAPPEARING CORPORATION and SURVIVING CORPORATION was approved and adopted by the Board of Directors of DISAPPEARING CORPORATION on Jan 7, 2000, 2000, and was approved and adopted by the Board of Directors of SURVIVING CORPORATION on Jan 7, 2000, 2000.

2. Shareholder approval was not required.

3. Pursuant to the Plan of Merger all issued and outstanding shares of DISAPPEARING CORPORATION's stock will be acquired by SURVIVING CORPORATION and exchanged for an equal number of shares of SURVIVING CORPORATION's stock.

4. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

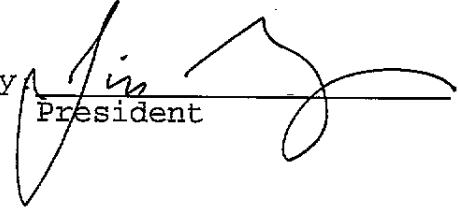
5. Pursuant to Section 607.1105(a) (b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands
this 7 day of January, 2000.

(CORP. SEAL)

By: 
Secretary

STATE OF FLORIDA
COUNTY OF Palm Beach

By: 
President

The foregoing instrument was acknowledged before me
this 14 day of January, 2000, by JAMES D. RYAN, the
President and Secretary, of RYAN & RYAN ATTORNEYS, P.A., a
Florida corporation, on behalf of said corporation.

(SEAL)

Patricia Robinson
Notary Public
My commission expires:



PLAN OF MERGER

Merger Between RYAN & RYAN ATTORNEYS, P.A., a Florida corporation (the "Surviving Corporation") and JAMES D. RYAN & ASSOCIATES, P.A., a Florida corporation (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Transfer of All Assets. Upon the Effective Date, the Disappearing Corporation shall transfer all of its assets and liabilities to Surviving Corporation in exchange for Surviving Corporation's stock.

3. Distribution to Shareholders of the Constituent Corporation. Upon the Effective Date, Disappearing Corporation shall distribute to its shareholders in exchange for each share of Disappearing Corporation's common stock an equivalent number of shares of RYAN & RYAN ATTORNEYS, P.A. common stock in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation stock.

It is the intent of the Constituent Corporations that the procedures set forth in paragraphs 2 and herein, comply with Internal Revenue Code Section 368(a)(1)(A) and effectuate a tax free merger of Surviving Corporation and Disappearing Corporation.

4. Business Purpose and Continuity of Business Enterprise. It is the intent of Surviving Corporation and Disappearing Corporation in effectuating this merger to reduce managerial overhead and consolidate operations of the company and related assets to be operated by Surviving Corporation. Surviving Corporation will continue the business of Disappearing Corporation and shall use a significant portion of Disappearing Corporation's

business assets in the continuation of Surviving Corporation's business.

5. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted shall be deemed to have been paid in full satisfaction of such converted shares.

6. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

7. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

8. Filing with the Florida Department of State and Effective Date. Upon the Closing under this Plan of Merger, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles.

9. Amendment and Waiver. Any of the terms or conditions of the Plan may be waived at anytime by the one of the Constituent Corporations which is or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent

Corporations by an agreement in writing executed in the same manner (but not necessarily by the same person), or at any time thereafter as long as such change is in accordance with §607.1105 of the Act.

10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

11. Execution of Agreement. This Plan may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

DATED this 7th day of January, 2000.

JAMES D. RYAN & ASSOCIATES, P.A.

RYAN & RYAN ATTORNEYS, P.A.

By: 

James D. Ryan, President

By: 

James D. Ryan, President