

P96000042790



ACCOUNT NO. : 072100000032

REFERENCE : 751252 169624A

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 78.75

ORDER DATE : June 30, 2000

ORDER TIME : 2:35 PM

ORDER NO. : 751252-005

CUSTOMER NO: 169624A

700003310537--3

CUSTOMER: Mr. William O'Neill
Buckingham Doolittle &
Suite 480
2500 Military Trail
Boca Raton, FL 33431

ARTICLES OF MERGER

MARY SUE DONOHUE, P.A.

EFFECTIVE DATE
07-01-00

INTO

BUCKINGHAM DOOLITTLE &
BURROUGHS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

INITIALS: CC

FILED
00 JUN 30 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 30 PM 3:56

7-3-00

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARY SUE DONOHUE, P.A., a Florida corporation, P00000061316

INTO

**BUCKINGHAM, DOOLITTLE & BURROUGHS, A FLORIDA LEGAL
PROFESSIONAL ASSOCIATION**, a Florida entity, P96000042790

File date: June 30, 2000, effective July 1, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER
OF
MARY SUE DONOHUE, P.A.
INTO
BUCKINGHAM, DOOLITTLE & BURROUGHS
a Florida Legal Professional Association**

**FILED
00 JUN 30 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

**ARTICLE I
Surviving Corporation**

The name of the surviving corporation is: BUCKINGHAM, DOOLITTLE & BURROUGHS, a Florida Legal Professional Association. The surviving corporation is a Florida professional corporation formed and existing under Chapters 607 and 621 of the Florida statutes.

**ARTICLE II
Merging Corporation**

The name of the merging corporation is: MARY SUE DONOHUE, P.A. The merging corporation is a Florida professional corporation formed and existing under Chapters 607 and 621 of the Florida Statutes.

**ARTICLE III
Plan of Merger**

The Plan of Merger is attached.

**EFFECTIVE DATE
07-01-00**

**ARTICLE IV
Effective Date**

The merger shall become effective as of 12:01 a.m. July 1, 2000, or the date these Articles of Merger are filed with the Florida Department of State, whichever is later.

**ARTICLE V
Adoption by Surviving Corporation**

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 27, 2000.

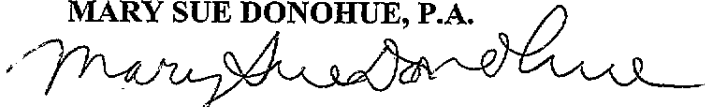
**ARTICLE VI
Adoption by Merging Corporation**

The Plan of Merger was adopted by the shareholders of the merging corporation

on June 27, 2000.

IN WITNESS WHEREOF, MARY SUE DONOHUE, P.A., a Florida professional corporation, and BUCKINGHAM, DOOLITTLE & BURROUGHS, a Florida Legal Professional Association, as merging corporations, have caused these Articles of Merger to be executed by their duly authorized officers as of this 27th day of June, 2000.

MARY SUE DONOHUE, P.A.

A handwritten signature in cursive script, appearing to read "Mary Sue Donohue".

Mary Sue Donohue, President

**BUCKINGHAM, DOOLITTLE &
BURROUGHS, a Florida Legal
Professional Association**

A handwritten signature in cursive script, appearing to read "William R. O'Neill".

William R. O'Neill, President

**PLAN OF MERGER
OF
MARY SUE DONOHUE, P.A.
INTO
BUCKINGHAM, DOOLITTLE & BURROUGHS,
A Florida Legal Professional Association.**

1. The name of the merging corporations are MARY SUE DONOHUE, P.A., a Florida professional corporation, ("Merging Corporation") and BUCKINGHAM, DOOLITTLE & BURROUGHS, a Florida Legal Professional Association ("Surviving Corporation").

2. The Surviving Corporation shall have a principal office located at 2500 North Military Trail, Suite 480, Boca Raton, Florida 33431.

3. The Merging Corporation shall be merged with and into Surviving Corporation (the "Merger") effective on the later of (i) 12:01 am July 1, 2000 or (ii) the date of the filing of the Articles of Merger to which this Plan of Merger is attached. Upon the effectiveness of the Merger, the Surviving Corporation shall succeed to and become absolute owner of all the property and assets of any nature of Merging Corporation and Surviving Corporation and to all of Merging Corporation's and Surviving Corporation's rights, privileges, powers and franchises, public and private, and shall assume and be liable for all of the debts, liabilities, restrictions, disabilities and duties of Merging Corporation and Surviving Corporation, all to the full extent provided by the Florida Business Corporation Act.

4. Upon the effectiveness of the Merger:

a. All of the outstanding shares of common stock of Merging Corporation issued and outstanding immediately prior to the effectiveness of the Merger shall be exchanged for fifty-four (54) shares of non-voting common stock and one (1) share of

voting common stock of Surviving Corporation, all of which will be held by the sole stockholder of the Merging Corporation.

b. Each share of common stock of Surviving Corporation issued and outstanding immediately prior to the effectiveness of the merger shall continue to be issued and outstanding.

c. There are no options or rights to acquire shares heretofore granted by Merging Corporation outstanding immediately prior to the effectiveness of the Merger