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September 17, 1998

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-09/18/98-01057-008  
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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

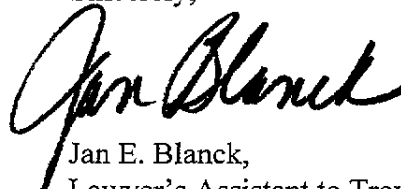
Re: Regional Capital Management Corporation and F. Michael Roberts & Associates, Inc.

Ladies and Gentlemen:

Enclosed are Articles and Plan of Merger, in duplicate, prepared to effect the merger of Regional Capital Management Corporation and F. Michael Roberts & Associates, Inc. Also enclosed is our check in the amount of \$122.50 in payment of filing fees and a certified copy of the Articles and Plan. Please return the certified copy to me. A return Federal Express envelope is provided for your convenience.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,  
Lawyer's Assistant to Troy J. Rillo

FILED  
98 SEP 18 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cc: Troy J. Rillo, Esq.

Merges  
RC 9/23

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

F. MICHAEL ROBERTS & ASSOCIATES, INC., a Florida corporation, document  
number P98000018049

INTO

**REGIONAL CAPITAL MANAGEMENT CORPORATION**, a Florida corporation,  
P96000043667

File date: September 18, 1998

Corporate Specialist: Karen Gibson

**ARTICLES AND PLAN OF MERGER  
BETWEEN  
REGIONAL CAPITAL MANAGEMENT CORPORATION,  
A FLORIDA CORPORATION,  
AND  
F. MICHAEL ROBERTS & ASSOCIATES, INC.,  
A FLORIDA CORPORATION**

**FILED**  
98 SEP 18 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Section 607.1101 and 607.1105 of the Florida Business Corporation Act, Regional Capital Management Corporation, a Florida corporation (the "Surviving Corporation"), and F. Michael Roberts & Associates, Inc., a Florida corporation (the "Merging Corporation"), hereby adopt the following Articles and Plan of Merger:

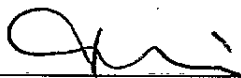
1. In accordance with Section 607.1103 of the Florida Business Corporation Act, the following Plan of Merger effecting the merger (the "Merger") of the Merging Corporation with and into the Surviving Corporation was adopted by the unanimous written consent of the sole director of the Surviving Corporation as of September 10, 1998, and by the unanimous written consent of the sole shareholder and director of the Merging Corporation on 9/15, 1998.
2. The effective date of the Merger shall be upon the date of filing of these Articles of Merger with the Secretary of State of Florida.
3. Upon the effective date of the Merger, the Merging Corporation shall merge with and into the Surviving Corporation such that from and after the effective date of the Merger, the Surviving Corporation shall continue to exist as a corporation and the Merging Corporation shall cease to exist as a corporation under the laws of the State of Florida.
4. Upon the effectiveness of the Merger each share of outstanding common stock of the Merging Corporation shall be converted into \$100.00, plus 2,500 shares of the outstanding common stock of the Surviving Corporation. The certificate representing all of the issued and outstanding shares of common stock of the Merging Corporation shall be surrendered and canceled on the effective date of the Merger. The outstanding shares of common stock of the Surviving Corporation at the time of the Merger shall continue thereafter to constitute all of the issued and outstanding shares of stock of the Surviving Corporation.
5. The Merger shall be accomplished in accordance with the laws of the State of Florida.
6. At and after the effective time of the Merger, all of the rights, title, powers, privileges and interests of the Merging Corporation shall be vested in and entirely held by the Surviving Corporation.

7. At and after the effective time of the Merger, the Articles of Incorporation of the Surviving Corporation shall continue to exist and shall not be amended in any manner by reason of the Merger.
8. At and after the effective time of the Merger, all of the obligations of the Merging Corporation shall be assumed by the Surviving Corporation.
9. In accordance with the Florida Business Corporation Act, the Presidents of both the Surviving Corporation and the Merging Corporation are authorized and directed to execute and deliver to the Secretary of State of Florida for filing, these Articles and Plan of Merger prepared to effect the Merger described herein.

IN WITNESS WHEREOF, the undersigned have executed these Articles and Plan of Merger this 9/10 day of September, 1998.


**The Surviving Corporation:**

**REGIONAL CAPITAL MANAGEMENT  
CORPORATION**

By:   
Thomas H. Minkoff, President

**The Merging Corporation:**

**F. MICHAEL ROBERTS & ASSOCIATES, INC.**

By:   
Its: President