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(Requestor's Name)

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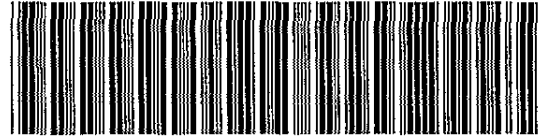
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE
01-01-06

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05 DEC 29 AM 9:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

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OFFICES IN:

TAMPA
SUN CITY CENTER

December 28, 2005

FEDERAL EXPRESS #8542 9300 2773

Amendment Section
Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Merger between Epic-Premier Solutions, Inc., a Florida corporation
and Epic Solutions, Inc., a Delaware corporation.

Dear Sir or Madam:

Enclosed please find an original and one copy of each of the following documents:

1. Articles of Merger regarding merger of Epic-Premier Solutions, Inc. and Epic Solutions, Inc.
2. Plan of Merger between Epic-Premier Solutions, Inc. and Epic Solutions, Inc.

We have enclosed a check in the amount of \$70.00 to cover the filing fee for the aforesaid merger. Please file the original Articles of Merger and Plan of Merger in your records and return to us for our records the enclosed copies with the appropriate filing stamp. **Please note the documents must be filed in the order listed above. Please further note the effective date of the merger is January 1, 2006, at 12:01 a.m.**

We appreciate your assistance in this matter. If you have any questions or comments, please contact us.

Very truly yours,



Christopher H. Norman

CHN:jcr
Enclosures

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Epic-Premier Insurance Solutions, Inc.	Florida	P96000047727

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Epic Solutions, Inc.	Delaware	2579936
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 23, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 23, 2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Epic-Premier Insurance Solutions, Inc.

K. R. A.

Kevin R. Grimes, President

Epic Solutions, Inc.

L. L. A.

Kevin R. Grimes, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the latest date of execution hereof by either party hereto, by and between EPIC-PREMIER INSURANCE SOLUTIONS, INC. (sometimes hereinafter referred to as "surviving corporation"), a Florida corporation, and EPIC SOLUTIONS, INC. (sometimes hereinafter referred to as "absorbed corporation"), a Delaware corporation.

STIPULATIONS

A. EPIC-PREMIER INSURANCE SOLUTIONS, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 1723 Bartow Road, Suite 200, Lakeland, FL 33801.

B. EPIC-PREMIER INSURANCE SOLUTIONS, INC. has a capitalization of 1,000,000 authorized shares of no par value common stock of which 3,000 shares are issued and outstanding. Said common stock is the only authorized class of capital stock. All of the issued and outstanding shares of common stock are owned as follows: Robert M. Grimes – 1,000 shares; Kevin R. Grimes – 1,000 shares; and Phillip W. Grimes – 1,000 shares.

C. EPIC SOLUTIONS, INC. is a corporation organized and existing under the laws of the State of Delaware with its principal office at 1350 East McKellips, Suite 5, Mesa, AZ 85203.

D. EPIC SOLUTIONS, INC. has a capitalization of 1,500 authorized shares of no par value common stock of which 1,500 shares are issued and outstanding. Said common stock is the only authorized class of capital stock. All of the issued and outstanding shares of common stock are owned as follows: Epic-Premier Insurance Solutions, Inc. ("Premier"), a Florida corporation – 1,305 shares; Jeffrey T. Keeney ("Keeney") – 150 shares; and Dean Richardson ("Richardson") – 45 shares.

E. The shareholders, and the members of the Board of Directors, for each of the absorbed corporation

and the surviving corporation deem it desirable and in the best interests of said corporations and such shareholders that EPIC SOLUTIONS, INC. be merged into EPIC-PREMIER INSURANCE SOLUTIONS, INC., pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, in order that the transaction qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed corporation and the surviving corporation hereby agree as follows:

1. **MERGER**

EPIC SOLUTIONS, INC. shall merge with and into EPIC-PREMIER INSURANCE SOLUTIONS, INC., which shall be the surviving corporation.

2. **TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **CONVERSION OF SHARES**

The manner and basis of converting the shares of common stock of the absorbed corporation into shares of common stock of the surviving corporation shall be as follows:

- a. All of the shares of common stock of the absorbed corporation issued and outstanding in the name of Premier on the effective date of the merger shall be cancelled of record. All of the shares of common stock of the absorbed corporation issued and outstanding in the name of Keeney on the effective date of the

merger shall be converted into 428.57 shares of the common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. All of the shares of common stock of the absorbed corporation issued and outstanding in the name of Richardson on the effective date of the merger shall be converted into 142.85 shares of the common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

b. Within ten (10) business days after the effective date of the merger, each holder of certificates of shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such certificates from Premier, the surviving corporation shall cancel the same of record. On receipt of such certificates from Keeney and Richardson, respectively, the surviving corporation shall issue, and exchange therefor, certificates or shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled, as provided for above.

c. The holder of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of common stock in the surviving corporation until certificates have been issued to such shareholder. Thereafter, said shareholder shall be entitled to receive any dividends on shares of common stock of the surviving corporation issuable to such shareholder hereunder, which may have been declared and paid between the effective date of the merger and the issuance to said shareholder of the certificate for such shareholder's shares of common stock in the surviving corporation.

4. **CHANGES IN ARTICLES OF INCORPORATION**

The articles of incorporation of the surviving corporation, namely EPIC-PREMIER INSURANCE SOLUTIONS, INC., shall continue to be its articles of incorporation following the effective date of the merger.

5. **CHANGES IN BYLAWS**

The bylaws of the surviving corporation, namely EPIC-PREMIER INSURANCE SOLUTIONS, INC., shall continue to be its bylaws following the effective date of the merger.

6. **DIRECTORS AND OFFICERS**

The directors and officers of the surviving corporation, namely EPIC-PREMIER INSURANCE SOLUTIONS, INC., as of the effective date of the merger, shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of their respective offices and until their successors have been duly elected or duly appointed and qualified.

7. **PROHIBITED TRANSACTIONS**

Neither the absorbed corporation nor the surviving corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. **APPROVAL BY SHAREHOLDERS**

This Agreement shall reflect the approval of the shareholders of the absorbed corporation and the surviving corporation, upon the approval of this Agreement via written resolutions of such shareholders.

9. **NOTICE OF APPRAISAL RIGHTS**

The shareholders of the absorbed corporation and the surviving corporation shall be notified that any shareholder dissenting from the merger may be entitled to be paid the fair value of such shareholder's common stock in lieu of participating in the merger, in accordance with the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, and said notification shall be substantiated via written resolutions of such shareholders.

10. **EFFECTIVE DATE OF THE MERGER**

The effective date of the merger shall be 12:01 a.m., January 1, 2006.

IN WITNESS WHEREOF, this Agreement has been executed on the date or dates set forth below on behalf of the parties, by their respective Presidents, and attested to by their respective Secretaries, pursuant to the authorization of their respective Boards of Directors and of their respective shareholders, to be effective for all purposes as of the effective date of the aforesaid merger.

EPIC SOLUTIONS, INC.

By: Kevin R. Grimes
Kevin R. Grimes, as its President
Date: 12-23-05
By: Robert M. Grimes
Robert M. Grimes, as its Secretary
Date: 12-23-05

EPIC-PREMIER INSURANCE SOLUTIONS, INC.

By: Kevin R. Grimes
Kevin R. Grimes, as its President
Date: 12-23-05
By: Robert M. Grimes
Robert M. Grimes, as its Secretary
Date: 12-23-05