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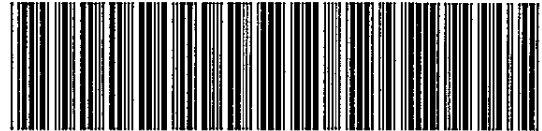
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merger  
T. Lewis 12/9/03

**THERREL BAISDEN, P.A.**

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November 26, 2003

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Express Tax Group, Inc. and Generic Insurance Agencies of  
North Central Florida, Inc.  
Our File No. 203251

Gentlemen:

Enclosed herein are the original Articles of Merger for the  
captioned corporations. We enclose a check in the amount of \$78.75  
to cover the following costs:

Filing Fee for Reinstatement	\$70.00
Certificate of Status	<u>8.75</u>
Total	<u>\$78.75</u>

Please return the certificate of status with your recording  
date acknowledging the filing of the documents to the undersigned.

Very truly yours,

**THERREL BAISDEN, P.A.**

By: Mark M. Hasner  
Mark M. Hasner

MMH:lc  
Enclos.  
W:\Express Insurance and Tax\Sec of State - Merger.wpd

**ARTICLES OF MERGER**

1. The undersigned corporations, EXPRESS TAX GROUP, INC. being validly and legally formed under the laws of the State of Florida, and GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC. and it is to be governed by the laws of the State of Florida.

3. The principal office of the surviving corporation shall be 330 N.E. 39<sup>th</sup> Avenue, Suite B, Gainesville, Florida 32609.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

5. The Plan of Merger will become effective as of the date these Articles are filed with the Florida Department of State.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of EXPRESS TAX GROUP, INC., a Florida corporation on the 1<sup>st</sup> day of August, 2003.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC., a Florida corporation on the 1<sup>st</sup> day of August, 2003.

8. As to each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
EXPRESS TAX GROUP, INC., a Florida corporation	1,000	1,000	0
GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC., a Florida corporation	300	300	0

9. The Plan of Merger calls for cancellation of the issued shares of EXPRESS TAX GROUP, INC., a Florida corporation, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued shares of GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC., a Florida corporation, shall not be affected by this merger.

**EXPRESS TAX GROUP, INC.**  
a Florida corporation

By: Nirio Rubiera, President  
Attest: Walter Rubiera, Secretary

**GENERIC INSURANCE AGENCIES OF  
NORTH CENTRAL FLORIDA, INC.,** a  
Florida corporation

By: Nirio Rubiera, President  
Attest: Walter Rubiera, Secretary

**STATE OF FLORIDA  
COUNTY OF ST. LUCIE**

**PERSONALLY**, appeared before me, the undersigned authority, Nirio Rubiera, who acknowledged to and before me that he is President of EXPRESS TAX GROUP, INC., a Florida corporation and GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC., a Florida corporation, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced \_\_\_\_\_ as identification.

**WITNESS** my hand and official seal in the County and State last aforesaid this 29<sup>th</sup> day of August, 2003.

Heather Nunley  
Notary Public

My Commission Expires:  
W:\Express Insurance and Tax\Articles of Merger for Express Tax Group Inc.wpd



## PLAN OF MERGER

**THIS AGREEMENT**, made and entered into this 1<sup>st</sup> day of August, 2003 by and between **EXPRESS TAX GROUP, INC.**, a Florida corporation and **GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC.**, a Florida corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations".

## RECITALS

A. The Stockholders and Board of Directors of the Constituent Corporations have deemed it advisable that EXPRESS TAX GROUP, INC., a Florida corporation hereinafter also referred to as the "Disappearing Corporation," be merged into GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC., a Florida corporation, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Florida, and

B. Disappearing Corporation is duly organized and existing under the laws of the State of Florida, having been incorporated on the September 7, 2000, has an authorized capital stock consisting of Ten Thousand(10,000) shares of \$1.00 par value, of which there are now issued and outstanding One Thousand (1,000) shares of said stock.

C. GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC., a Florida corporation having been incorporated on August 5, 1996, has an authorized capital stock consisting of Five Hundred (500) shares of \$1.00 par value, of which there are now issued and outstanding Three Hundred (300) shares of said stock.

**NOW, THEREFORE**, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

1. **Recitals.**

The above recitals are true and correct and incorporated herein.

2. **Agreement of Merger.**

A. It is hereby agreed that the Disappearing Corporation shall merge into the Surviving Corporation. The Articles of Incorporation of the surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to the dissenting shareholders of either constituent corporation complying with the terms of Section 607.1101 of the Florida Statute, the fair value of their shares.

3. **Principal Office of Surviving Corporation.**

The principal office of the Surviving Corporation, shall remain at 330 NE 39<sup>th</sup> Avenue, Suite B, Gainesville, Florida 32609.

4. **Capitalization of Surviving Corporation.**

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, Five Hundred (500) shares of \$1.00 par value common stock.

5. **Officers and Directors of Surviving Corporation.**

The members of the Board of Directors and the officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Disappearing Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

**6. Registered Agent of Surviving Corporation.**

The Registered Agent of the Surviving Corporation shall be as follows:

Mark M. Hasner  
Therrel Baisden, P.A.  
1 SE 3<sup>rd</sup> Avenue, Suite 2400  
Miami, Florida 33131

**7. Conveyance of Assets; Assumption of Liabilities.**

A. The Disappearing Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Disappearing Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers of the Disappearing Corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the

Disappearing Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

**8. Ratification by Stockholders and Directors.**

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders and Directors of each of the Constituent Corporations.

**9. Mode of Effecting Merger.**

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

A. Each share of \$1.00 par value common stock of EXPRESS TAX GROUP, INC., a Florida corporation issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, be completely canceled. The Disappearing Corporation owns Ten Thousand (10,000) shares of \$1.00 par value common stock. Such shares of capital stock of the Surviving Corporation pursuant to this merger shall be reissued proportionately to the shareholders of the Disappearing Corporation.

B. The Merger shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Disappearing 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 share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing

the number of shares of such stock to which such holder is entitled as provided above.

C. Holders of certificates of common stock of the Disappearing Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

**10. Abandonment of Merger.**

This plan of merger may be abandoned by action of the board of directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date.

**11. Effective Date of Merger.**

A. This Merger shall become effective as of the date of filing the Articles of Merger with the Florida Department of State.

B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, Powers, franchises, property and assets of every kind and description of the Disappearing Corporation, shall be vested in and be held and enjoyed by the Surviving Corporation.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused their respective corporate names to be signed hereby by their

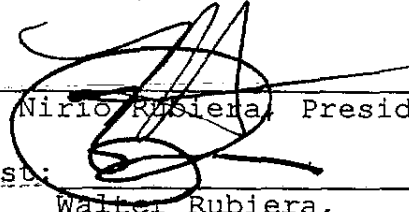
respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of each corporation.


**EXPRESS TAX GROUP, INC.**  
a Florida corporation

By:   
Nirio Rubiera, President

Attest:   
Walter Rubiera,  
Secretary

**GENERIC INSURANCE AGENCIES OF  
NORTH CENTRAL FLORIDA, INC., a  
Florida corporation**

By:   
Nirio Rubiera, President

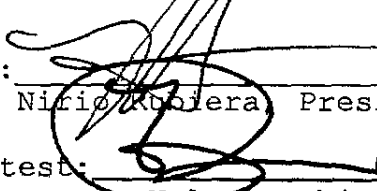
Attest:   
Walter Rubiera,  
Secretary

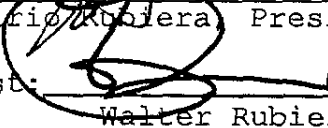
**CERTIFICATE OF  
GENERIC INSURANCE AGENCIES OF  
NORTH CENTRAL FLORIDA, INC.**

The undersigned, as Secretary and President, respectively, of  
GENERIC INSURANCE AGENCIES OF NORTH CENTRAL FLORIDA, INC., a  
Florida corporation, do hereby certify that the Plan of Merger to  
which this Certificate is attached, was adopted by the Stockholders  
and Directors of said corporation (a) by unanimous written consent  
of all the Stockholders and Directors of said corporation on the  
1<sup>st</sup> day of August, 2003 pursuant to the laws of the State of  
Florida, and (b) at a special meeting of the Stockholders and  
Directors of said corporation called separately for the purpose of  
adopting a plan of merger which was held after due notice on the  
aforementioned date, at which a quorum of Stockholders and  
Directors was present thereat, and that at said meeting the  
adoption and execution of such Plan of Merger was affirmatively  
voted upon by the requisite number of Stockholders and Directors  
entitled to vote at such meeting, and that the Plan of Merger was  
subsequently executed by the President and Secretary of each of the  
Constituent Corporations named in the Plan of Merger pursuant to  
the authority granted to them for such purpose.

WITNESS our hands and seals this 1<sup>st</sup> day of August, 2003.

**GENERIC INSURANCE AGENCIES OF  
NORTH CENTRAL FLORIDA, INC.,** a  
Florida corporation

By:   
Nirio Rubiera, President

Attest:   
Walter Rubiera,  
Secretary

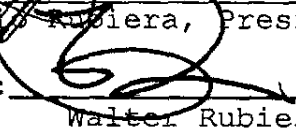
**CERTIFICATE OF  
EXPRESS TAX GROUP, INC.**

The undersigned, as Secretary and President, respectively, of EXPRESS TAX GROUP, INC., a Florida corporation, do hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 1<sup>st</sup> day of August, 2003 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 1<sup>st</sup> day of August, 2003.

EXPRESS TAX GROUP, INC., a  
Florida corporation

By:   
Nino Rubiera, President

Attest:   
Walter Rubiera,  
Secretary