

P97000016953

CT CORPORATION

FILED
2002 MAY 14 PM 3:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CORPORATION(S) NAME

2. National Partnership Exchange, Inc.

merging into:

Gunn Allen Holdings, Inc. (surviving corp.)

300005509193--5
05/14/02 01052--009
*****8.75 *****8.75

300005509193--5
05/14/02 01052--008
*****70.00 *****70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/14/02

File Today Please

Mark,
MS.

Order#: 5339350

C. Coulllette MAY 14 2002

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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MAY 14 AM 11:02
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Please call
me with Any Problems.
Thanks So much!

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL PARTNERSHIP EXCHANGE, INC., a Florida corporation, H22832

INTO

GUNN ALLEN HOLDINGS, INC., a Florida entity, P97000016953

File date: May 14, 2002

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the **surviving** corporation is:

Name	Jurisdiction
GUNN ALLEN HOLDINGS, INC.	Florida

Second: The name and jurisdiction of each **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
NATIONAL PARTNERSHIP EXCHANGE, INC.	Florida

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

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 **April 18, 2002**.

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**)

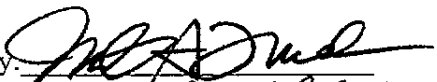
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on **April 18, 2002**

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


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Seventh: SIGNATURES FOR EACH CORPORATION

GUNN ALLEN HOLDINGS, INC.

By: 
Name: *Richard R. Frueh*
Title: *President*

NATIONAL PARTNERSHIP EXCHANGE, INC.

By: 
Name: *Donald J. Gunn Jr*
Title: *President*

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name	Jurisdiction
GUNN ALLEN HOLDINGS, INC.	FLORIDA

The name and jurisdiction of each **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
National Partnership Exchange, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

All shares of the subsidiary corporation shall be cancelled. The subsidiary corporation is a wholly owned subsidiary of the surviving corporation

Other provisions relating to the merger are as follows:

None