

P97000024528

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Middle Market
Financial Corp
into
middle Market Corp.

Date	10/3/97
Expiry	
Excess	100
Updator	100
Updator	100
Verdator	100
Actions	100
W.P. Verifier	100

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-09/29/97--01009--006
*****70.00 *****70.00

- Art of Inc. File merger
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- ☒ Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

FILED
97 SEP 29 PM 11:02
RECEIVED
97 SEP 29 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by Da 9/29/97 8:30
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

P97000024528

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MIDDLE MARKET FINANCIAL CORP., a Texas corporation not authorized to
transact business in Florida

INTO

MIDDLE MARKET CORP., a Florida corporation, P97000024528.

File date: September 29, 1997

Corporate Specialist: Annette Hogan



PM 3:55
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1997

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32302

SUBJECT: MIDDLE MARKET CORP.
Ref. Number: P97000024528

We have received your document for MIDDLE MARKET CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 797A00047941

Corrected
57001-3-15015

**ARTICLES AND
PLAN OF REORGANIZATION
AND MERGER**

**Reorganization and Merger
of**

Middle Market Financial Corp.

into

Middle Market Corp.

FILED
97 SEP 29 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with Sections 607 et. seq. of the Florida Statutes, hereby adopt the following Plan of Reorganization and Merger:

Article 1:

The parties hereto agree to effect this Reorganization and Merger.

Article 2:

The corporation to survive the Reorganization and Merger is Middle Market Corp., a Florida corporation that shall continue under the same name.

Article 3:

The parties to this Plan of Reorganization and Merger are Middle Market Financial Corp. (hereinafter MMF) and Middle Market Corp. (hereinafter MMC). MMC is a Florida corporation. MMF is a Texas corporation.

Article 4:

No amendment to the charter of the surviving corporation is to be effected as part of the reorganization and merger.

Article 5:

The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Authorized</u>	<u>Par Value</u>
MMC	Common	1,000	No Par
MMF	Common	1,000	\$1.00

As to MMF, the total issued and outstanding shares of the only stock of MMF that were entitle to vote on the Plan of Reorganization and Merger were voted one hundred percent (100%) in favor of the Plan of Reorganization and Merger and none were voted against the Plan of Reorganization and Merger at a special meeting of the shareholders of MMF held September 16, 1997.

As to MMC, the total issued and outstanding shares of the only stock of MMC that were entitled to vote on the Plan of Reorganization and Merger were voted one hundred percent (100%) in favor of the Plan of Reorganization and Merger and none were voted against the Plan of Reorganization and Merger at a special meeting of the shareholders of MMC held September 16, 1997.

Article 6:

The manner and basis of exchange and reorganization is as follows: MMF shall transfer all of its assets and liabilities to MMC and shall receive from MMC additional shares of MMC which shall then be distributed by MMF as part of its liquidation to Steven Brier as the sole shareholder of MMF.

Article 7:

The principal offices of MMC are located at 320 Plaza Real, Suite 606, Boca Raton, Florida 33432.

Article 8:

This Plan of Reorganization and Merger was duly adopted and approved by the Boards of Directors and Stockholders of MMF and MMC, in the manner and by the vote as permitted and required by the laws of their respective jurisdictions.

Article 9:

The Plan of Reorganization and Merger is as follows:

9.1 The Articles of Incorporation of MMC, as in effect on the effective date of the Reorganization and Merger, shall continue in full force and effect as the Articles of Incorporation of MMC and shall not be changed or amended by the Reorganization and Merger.

9.2 MMC reserves the right and power, after the effective date of the Reorganization and Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

9.3 The Bylaws of MMC, as such Bylaws exist on the effective date of the Reorganization and Merger, shall remain and be the Bylaws of MMC until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

9.4 The Directors of MMC as of the effective date of the Reorganization and Merger shall continue in office until the next Annual Meeting of the Stockholders of MMC. The number of Directors of MMC shall continue to be one and shall be the following person: Steven Brier

9.5 On the effective date of the Reorganization and Merger, MMF shall liquidate, and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in MMC.

9.6 The effective date of the Reorganization and Merger shall be the date upon filing with the Secretary of State.

Article 10:

MMC agrees that it may be served with process in any proceeding for the enforcement of MMF and in any proceeding for the enforcement of the rights of a dissenting shareholder of MMF against MMC.

Article 11: Florida Law; Severability.

This Agreement shall be governed in accordance with the laws of the State of Florida. Should a court of competent jurisdiction determine any part or provisions hereof to be

invalid or unenforceable, such invalidity or unenforceability shall not affect the remaining provisions hereof, all of which shall remain in full force and effect.

Article 12: Entire Agreement.

This Agreement constitutes the entire agreement and understanding between the parties with respect to the subject matter hereof and all prior understandings and agreements are hereby superseded.

Article 13: Attorneys' Fees.

The prevailing party in any action to enforce any provisions of or seek a remedy for breach of any provision of this Agreement, shall be entitled to an award or reasonable attorneys' fees, court costs and expenses of litigation, including those incurred at trial and appellate levels. The provisions of the Article 13 survive expiration of the term of this Agreement.

Article 14: Waiver.

No failure or delay of a party in the exercise of any right preclude the future exercise thereof. The waiver by a party of any breach hereof shall not be deemed a waiver of any subsequent breach.

IN WITNESS WHEREOF, each of the undersigned Corporations has caused this Plan of Reorganization and Merger to be signed as of the 22nd day of September, 1997

MIDDLE MARKET FINANCIAL CORP.

By: Steven M. Brier

President
Steven M. Brier

MIDDLE MARKET CORP.

By: Steven M. Brier

President
Steven M. Brier

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