

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

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8/27/97



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FILING

1.) Brauer Financial, Inc.  
(CORPORATE NAME & DOCUMENT #)

700002278467--5  
-08/27/97--01066--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

700002278467--5  
-09/03/97--01083--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
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(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED  
97 AUG 27 PM 4:15  
SEALING DIVISION  
TALLAHASSEE, FLORIDA

97 AUG 27 AM 11:09  
DIVISION OF CORPORATION

8/29  
Jon  
Hause  
Exchange

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 27, 1997

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: BRAUER FINANCIAL, INC.  
Ref. Number: P97000057579

We have received your document for BRAUER FINANCIAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of share exchange is \$35 per party to the share exchange. Please add an additional \$52.50 for each certified copy requested.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

*Aug 20 Shareholders*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 697A00043200

*Corrected*

*Need the 27th  
File date*

RECEIVED  
97 AUG 29 AM 9:28  
DIVISION OF CORPORATION

FILED

ARTICLES OF SHARE EXCHANGE

TO: DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

97 AUG 27 PM 4: 15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, having adopted a Plan of Reorganization and pursuant to section 607.1105 of the Florida Statutes, hereby adopt these Articles of Share Exchange. The name of the acquiring corporation is BRAUER FINANCIAL, INC., a Florida corporation, authorized to do business in the State of Florida. The name of the corporation whose stock is to be acquired is BRAUER & ASSOCIATES, INC., a Florida corporation authorized to do business in the State of Florida.

Approval by Shareholders and Directors

The Plan of Reorganization of the undersigned corporations was adopted and agreed to by the requisite Shareholder(s) and Directors of BRAUER FINANCIAL, INC. and BRAUER & ASSOCIATES, INC. pursuant to Section 607.1103 of the Florida Business Corporation Act and the same shall be applicable to each. The share exchange by the shareholders was adopted on August 20, 1997.

Effective Date

In accordance with Florida Statute 607.1105, the effective date of the share exchange shall be on the date of filing of these Articles of Share Exchange.

Plan of Exchange

The Plan of Reorganization provides for BRAUER FINANCIAL, INC. to acquire all of the outstanding stock of BRAUER & ASSOCIATES, INC. in exchange solely for the stock of BRAUER FINANCIAL, INC. The certificates representing the shares of stock of the acquired corporation, being BRAUER & ASSOCIATES, INC., or evidence of the ownership interest therein, have been transferred and delivered to BRAUER FINANCIAL, INC., on the date as set forth above.

IN WITNESS WHEREOF, BRAUER FINANCIAL, INC. and BRAUER & ASSOCIATES, INC. have caused the respective corporate names to be signed hereto by their the authorized and duly appointed officers and directors and acknowledged accordingly on this 21<sup>st</sup> day of August, 1997.

ATTEST:

BRAUER FINANCIAL, INC.

Sign: [Signature]  
Print: ANN VALENTE, Secretary

By: [Signature]  
GERALD G. BRAUER, President

(SEAL)

BRAUER & ASSOCIATES, INC.

By: [Signature]  
ANN VALENTE, Secretary

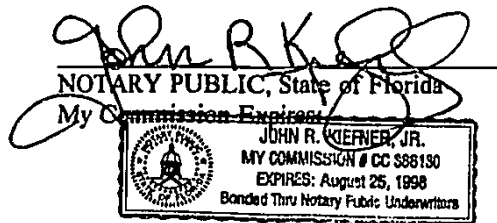
By: [Signature]  
GERALD G. BRAUER, President

(SEAL)

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared GERALD G. BRAUER, President of BRAUER FINANCIAL, INC., to me well known to be the person described in and who executed the foregoing Articles of Share Exchange in his capacity as President of said corporation, ~~or who produced~~ as identification, and he acknowledged to and before me that he executed said Articles in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 25<sup>th</sup> day of August, 1997.



STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared GERALD G. BRAUER, as President of BRAUER & ASSOCIATES, INC., to me well known to be the person described in and who executed the foregoing Articles of Share Exchange in his capacity as President of said corporation, ~~or who produced~~ as identification, and he acknowledged to and before me that he executed said Articles in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 25<sup>th</sup> day of August, 1997.

