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Capital Connection, Inc.
417 E. Virginia St., Ste. 1
Tallahassee, FL 32302

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merger of 8/19/97

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HARRIS CHAPMAN & COMPANY, a New Jersey Corp., #F93000004789

INTO

HARRIS CHAPMAN & COMPANY, INC., a Florida corporation, P97000071763.

File date: August 19, 1997

Corporate Specialist: Susan Payne

TO: Department of State
Tallahassee, Florida 32314

Date Paid: _____
Filing Fee: \$70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN
CORPORATIONS
INTO
HARRIS CHAPMAN & COMPANY, INC.**

Pursuant to the provisions of §607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Corporation</u>
HARRIS CHAPMAN & COMPANY, INC.	Florida
HARRIS CHAPMAN & COMPANY	New Jersey

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1. HARRIS CHAPMAN & COMPANY, INC., a Florida corporation, is the surviving corporation.

2. The laws of the state under which the constituent foreign corporation is organized permit merger.

3. The name of the surviving corporation is HARRIS CHAPMAN & COMPANY, INC., and it is to be governed by the laws of the State of Florida.

4. The following Plan of Merger was approved by the shareholders, on June 27, 1997, of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, and was approved by the shareholders, on June 27, 1997, of the undersigned foreign corporation in the manner prescribed by the laws of the State of New Jersey under which it is organized.

5. Each of the constituent corporations has outstanding one (1) class of stock only. As to each of the undersigned corporations the number of shares outstanding and entitled to vote on the plan are as follows:

HARRIS CHAPMAN & COMPANY, INC., a Florida corporation, has one hundred (100) shares outstanding and entitled to vote on the plan; and

HARRIS CHAPMAN & COMPANY, a New Jersey corporation, has one hundred (100) shares outstanding and entitled to vote on the plan.

6. As to each of the undersigned corporations, all one hundred (100) shares of outstanding stock were voted in favor of the Plan of Merger.

7. The surviving corporation, HARRIS CHAPMAN & COMPANY, INC., a Florida corporation, is to be governed by the laws of the State of Florida.

Dated: June 21th, 1997.

HARRIS CHAPMAN & COMPANY, INC.,
a Florida corporation

[CORPORATE SEAL]

By: Richard Kristensen
Richard Kristensen, President

By: Richard Kristensen
Richard Kristensen, Secretary

HARRIS CHAPMAN & COMPANY,
a New Jersey corporation

[CORPORATE SEAL]

By: Richard Kristensen
Richard Kristensen, President

By: Richard Kristensen
Richard Kristensen, Secretary

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HARRIS CHAPMAN & COMPANY, INC.

PLAN OF MERGER

Plan of Merger dated this 27th day of June, 1997 between HARRIS CHAPMAN & COMPANY, INC., a Florida corporation, herein referred to as the "Surviving Corporation" and HARRIS CHAPMAN & COMPANY, a New Jersey corporation, herein referred to as the "Absorbed Corporation."

RECITALS

A. Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 19 Via Verona, Palm Beach Gardens, Florida 33418;

B. Surviving Corporation has one thousand (1,000) authorized shares of \$1.00 par value common stock, of which one hundred (100) shares are issued and outstanding;

C. Absorbed Corporation is a corporation organized and existing under the laws of the State of New Jersey, with its principal office at 19 Via Verona, Palm Beach Gardens, Florida 33418;

D. Absorbed Corporation has two thousand five hundred (2,500) authorized shares of no par value common stock, of which one hundred (100) shares are issued and outstanding;

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of §607.1101, et seq of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of §368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

F. In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

§1. Merger. HARRIS CHAPMAN & COMPANY, a New Jersey corporation (the "Absorbed Corporation") shall merge with and into HARRIS CHAPMAN & COMPANY, INC., a Florida corporation (the "Surviving Corporation") 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 then 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 the Absorbed Corporation into shares of the Surviving Corporation is as follows:

- (a) Each share of the no par value common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1.00 par value common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall then be issued and outstanding.
- (b) The conversion shall be effective as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue and exchange certificates for shares of common stock in the Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above.

§4. Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger without amendment or change relating to this merger.

§5. By-laws. The by-laws of the Surviving Corporation shall continue to be its by-laws following the effective date of the merger without amendment or change as a result of this merger.

§6. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full, unexpired terms of their offices and until their successors have been elected or appointed and qualified.

§7. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed Corporation and the Surviving

Corporation shall take all action necessary or appropriate under the laws of the State of Florida and the State of New Jersey to consummate this merger.

§8. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of New Jersey.

§9. Effective Date of Merger. The effective date of this merger shall be July 1, 1997, or, if later, the date when articles of merger are filed by the Florida Department of State.

§10. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

SURVIVING CORPORATION:
HARRIS CHAPMAN & COMPANY, INC.,
a Florida corporation

[CORPORATE SEAL]

By: Richard Kristensen
Richard Kristensen, President

By: Richard Kristensen
Richard Kristensen, Secretary

ABSORBED CORPORATION:
HARRIS CHAPMAN & COMPANY,
a New Jersey corporation

[CORPORATE SEAL]

By: Richard Kristensen
Richard Kristensen, President

By: Richard Kristensen
Richard Kristensen, Secretary

**HARRIS CHAPMAN & COMPANY
(A New Jersey Corporation)**

**RESOLUTION OF SOLE DIRECTOR AND SHAREHOLDER
APPROVING PLAN OF MERGER**

The undersigned, being the sole director and shareholder of HARRIS CHAPMAN & COMPANY, a New Jersey corporation, hereby approves the attached Plan of Merger between HARRIS CHAPMAN & COMPANY, INC., a Florida corporation, and HARRIS CHAPMAN & COMPANY, a New Jersey corporation, said merger to be effected in accordance with the terms and provisions of said Plan of Merger.

RESOLVED, this 27th day of June, 1997.



RICHARD KRISTENSEN, sole director



RICHARD KRISTENSEN, sole shareholder

**HARRIS CHAPMAN & COMPANY , INC.
(A Florida Corporation)**

**RESOLUTION OF SOLE DIRECTOR AND SHAREHOLDER
APPROVING PLAN OF MERGER**

The undersigned, being the sole director and shareholder of HARRIS CHAPMAN & COMPANY, a Florida corporation, hereby approves the attached Plan of Merger between HARRIS CHAPMAN & COMPANY, INC., a Florida corporation, and HARRIS CHAPMAN & COMPANY, a New Jersey corporation, said merger to be effected in accordance with the terms and provisions of said Plan of Merger.

RESOLVED, this 21st day of June, 1997.


RICHARD KRISTENSEN, sole director


RICHARD KRISTENSEN, sole shareholder