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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Merger & N/C

*Rec'd Bal. for Merger
7/5/02
JB*

V SHEPARD JUL 8 2002

Examiner's Initials *JB*

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LAW OFFICE OF JOHN C. MIOTKE, P.A., a Florida corporation, P99000009305

INTO

LAW OFFICES OF ELLEN R. GORMAN, P.A. which changed its name to
GORMAN MIOTKE & ASSOCIATES, P.A., a Florida entity, P98000000784.

File date: July 1, 2002

Corporate Specialist: Velma Shepard

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ARTICLES OF MERGER

Ellen R. Gorman, president and sole director and shareholder of Law Offices of Ellen R. Gorman, P.A. and John C. Miotke, president and sole shareholder and director of Law Office of John C. Miotke, P.A. hereby file these Articles of Merger and states:

Article I

Plan of Merger

Law Office of John C. Miotke, P.A. hereby plans to merge into Law Offices of Ellen R. Gorman, P.A. which is hereinafter designated as the surviving corporation. The surviving corporation, Law Offices of Ellen R. Gorman, P.A., shall thereafter change its name to Gorman Miotke & Associates, P.A. Both Law Office of John C. Miotke, P.A. and Law Offices of Ellen R. Gorman, P.A. have one shareholder each, John C. Miotke and Ellen R. Gorman, respectively. John C. Miotke shall receive 150 shares of the surviving corporation and Ellen R. Gorman shall receive 450 shares of the surviving corporation. The effective date of the merger shall be July 1, 2002.

Article II

Board of Directors' Approval

The Boards of Directors of Law Office of John C. Miotke, P.A. and Law Offices of Ellen R. Gorman, P.A. unanimously approved the merger.

Article III

Shareholders' Approval

All shareholders of Law Office of John C. Miotke, P.A. and Law Offices of Ellen R. Gorman, P.A. have unanimously approved the merger.

Article IV

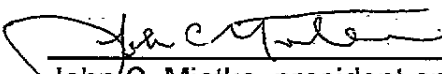
Name Change

The surviving corporation, Law Offices of Ellen R. Gorman, P.A., does hereby amend its Articles of Incorporation to change its name to Gorman Miotke & Associates, P.A.

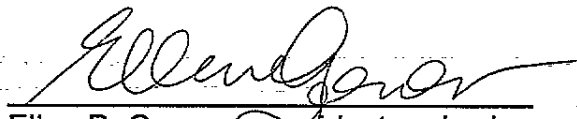
Article V

CAPITAL STOCK

The capital stock of the surviving corporation shall be increased from 100 shares of common stock with a \$1.00 par value to 1,000 shares of common stock with a \$1.00 par value.



John C. Miotke, president and sole shareholder and director of Law Office of John C. Miotke, P.A.



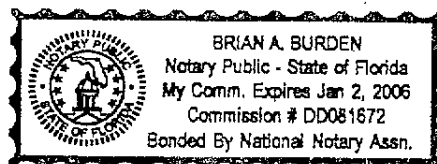
Ellen R. Gorman, president and sole shareholder and director of Law Offices of Ellen R. Gorman, P.A.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me on June 26, 2002 by John C. Miotke and Ellen R. Gorman, who are personally known to me.



Notary Public



MERGER AGREEMENT

This Merger Agreement is made this 26th day of June, 2002 by and between John C. Miotke ("Miotke"), Law Office of John C. Miotke, P.A. ("Miotke, P.A."), Ellen R. Gorman ("Gorman") and Law Offices of Ellen R. Gorman, P.A. ("Gorman, P.A.")

WHEREAS, Miotke is the sole officer, shareholder and director of Miotke, P.A. and Gorman is the sole officer, shareholder and director of Gorman, P.A.; and

WHEREAS, Miotke and Miotke, P.A. wish to merge with Gorman and Gorman, P.A.; and

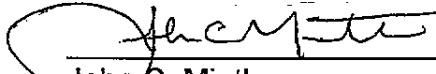
WHEREAS, Miotke and Miotke, P.A. and Gorman and Gorman, P.A. believe it is in the best interest of both corporations to merge their law practices;

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, Miotke, Miotke, P.A., Gorman and Gorman, P.A. hereby agree as follows:

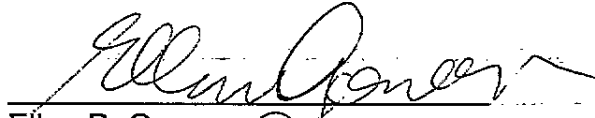
1. Miotke, P.A. shall merge into Gorman, P.A. with Gorman, P.A. being the surviving corporation after the merger is consummated and the surviving corporation shall then change its name to Gorman Miotke & Associates, P.A.
2. The effective date of this merger shall be July 1, 2002.
3. Gorman shall be entitled to be issued 450 shares of the surviving corporation and Miotke shall be entitled to be issued 150 shares of the surviving corporation.
4. Gorman shall be president of the surviving corporation and Miotke shall be vice president, secretary and treasurer of the surviving corporation.

5. Miotke and Gorman shall be on the initial Board of Directors of the surviving corporation.
6. All accounts receivable for services rendered prior to the effective date of the merger on July 1, 2002 shall remain corporate property of Miotke, P.A. and Gorman, P.A. respectively. All accounts receivable for legal services rendered after July 1, 2002 will become assets of the surviving corporation.
7. All corporate expenses of Miotke, P.A. and Gorman, P.A. incurred prior to the effective date of the merger on July 1, 2002 shall remain expenses of Miotke, P.A. and Gorman, P.A. respectively. Corporate expenses incurred after the effective date of the merger on July 1, 2002 shall become expenses of the surviving corporation.
8. All other terms and conditions of the Letter of Intent and Understanding of Merger dated June 18, 2002 and amended on June 26, 2002 are incorporated by reference into this agreement.
9. If any of the terms or provisions of this agreement shall be deemed unenforceable, then the remaining terms and provisions of this agreement shall remain in full force and effect.
10. This agreement may not be modified without the written consent of all parties.
11. This agreement shall be construed under the laws of the State of Florida.

12. In the event litigation is necessary to enforce the terms of this agreement, then all parties agree that venue shall be proper in Pinellas County, Florida and all parties waive the right to trial by jury. The prevailing party shall be entitled to recover a reasonable attorney's fee from the non-prevailing party.




John C. Miotke



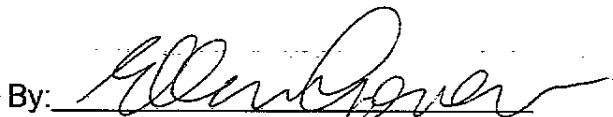
Ellen R. Gorman

Law Office of John C. Miotke, P.A.

Law Offices of Ellen R. Gorman, P.A.

By: 

John C. Miotke

By: 

Ellen R. Gorman