

P98000012436

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December 30, 1998

EFFECTIVE DATE

12/31/98

Via Hand Delivery

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

To Whom It May Concern:

Please find for filing ARTICLES OF MERGER merging LEGAL BILLS CHARTERS, INC., Document Number: P98000012444 with and into LEGAL BILLS, INC., Document Number: P98000012436, along with a check in the amount of \$78.75 for the filing fees and to obtain a CERTIFICATE OF STATUS.

Please call Beth Herzog at 222-7717, when the document is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/srd
Enclosure
GHRCORP/GHR.33

100002726131--1
-12/30/98--01042--003
*****78.75 *****78.75

FILED
98 DEC 30 PM 3:45
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC 30 AM 11:10
TALLAHASSEE, FLORIDA

*00789, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEGAL BILLS CHARTERS, INC., a Florida corporation P98000012444

INTO

LEGAL BILLS, INC., a Florida corporation, P98000012436

File date: December 30, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

Kelly B. Plante, Esq,
Law Office of Gray, Harris & Robinson
225 South Adams St., Ste 250
Tallahassee, FL 32302-3189

SUBJECT: LEGAL BILLS, INC.
Ref. Number: P98000012436

We have received your document for LEGAL BILLS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the plan of merger (exhibit A) (see Article III).

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

Annette Ramsey
Corporate Specialist

Letter Number: 498A00061190

RECEIVED
99 JAN -5 PM 12:21
TALLAHASSEE, FL 32302

EFFECTIVE DATE
12/31/98**FILED**
98 DEC 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
MERGING
LEGAL BILLS CHARTERS, INC., a Florida corporation
WITH AND INTO
LEGAL BILLS, INC., a Florida corporation**

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, LEGAL BILLS CHARTERS, INC., a Florida corporation, and LEGAL BILLS, INC., a Florida corporation, hereby adopt the following Articles of Merger:

ARTICLE I

LEGAL BILLS CHARTERS, INC., (hereinafter referred to as "LB CHARTERS"), and LEGAL BILLS, INC., (hereinafter referred to as "LEGAL BILLS"), hereby merge, with LEGAL BILLS as the surviving corporation.

ARTICLE II

The Articles of Incorporation of LEGAL BILLS shall continue as the Articles of Incorporation of the surviving corporation.

ARTICLE III

The Plan of Merger pursuant to which LB CHARTERS merges with and into LEGAL BILLS (the "Plan of Merger") is attached hereto as Exhibit "A" and incorporated herein by reference.

ARTICLE IV

The Plan of Merger was adopted on December 28, 1998 by the Board of Directors and shareholders of LB CHARTERS and LEGAL BILLS, pursuant to Sections 607.1101 and 607.1103 of the Florida Business Corporation Act.

ARTICLE V

All issued and outstanding common shares of LEGAL BILLS and the certificates representing such shares shall continue unchanged and remain as issued and outstanding shares of LEGAL BILLS.

All issued and outstanding common shares of LB CHARTERS and the certificates representing such shares shall be surrendered and canceled on the effective date of the merger. Since all of the common shares of both LB CHARTERS and LEGAL BILLS are owned by the same shareholders, upon consummation of the merger, no conversion of the issued and outstanding shares of LB CHARTERS into LEGAL BILLS shares is necessary.

ARTICLE VI

This merger shall be effective as of the close of business on December 31, 1998.

Dated this 28th day of December, 1998.

LEGAL BILLS CHARTERS, INC., a Florida corporation

By: N. Scott Novell
N. Scott Novell
Its: President

LEGAL BILLS, INC., a Florida corporation

By: N. Scott Novell
N. Scott Novell
Its: President

FINESSTOLTELEGALBILLAMENOW

Exhibit "A"

**PLAN OF MERGER
BETWEEN
LEGAL BILLS CHARTERS, INC., a Florida corporation
AND
LEGAL BILLS, INC., a Florida corporation**

THIS PLAN OF MERGER is made and entered into as of the 28th day of December, 1998, by and between **LEGAL BILLS CHARTERS, INC.** ("LB CHARTERS"), a Florida corporation, and **LEGAL BILLS, INC.** ("LEGAL BILLS" or the "Surviving Corporation"), also a Florida corporation, providing that LB CHARTERS shall merge with and into LEGAL BILLS, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act, effective as of the close of business on the 31st day of December, 1998 (the "Merger").

WHEREAS, LEGAL BILLS is a Florida corporation with its principal place of business at 4506 L.B. McLeod Road, Orlando, Florida 32811; and

WHEREAS, the aggregate number of shares that LEGAL BILLS is authorized to issue is 1,000 shares with no par value, of which 500 shares are issued to its shareholders; and

WHEREAS, LB CHARTERS is a Florida corporation with its principal place of business at 4506 L.B. McLeod Road, Orlando, Florida 32811; and

WHEREAS, the aggregate number of shares that LB CHARTERS is authorized to issue is 1,000 shares with no par value, of which 500 shares are issued to its shareholders; and

WHEREAS, it is desirable for the benefit of both parties and their mutual shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one surviving corporation, which shall be LEGAL BILLS.

WHEREAS, the Merger shall be treated as a merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree as follows:

1. Merger. LB CHARTERS shall be merged with and into LEGAL BILLS, and LEGAL BILLS does hereby merge LB CHARTERS with and into itself. On and after the effective date of the Merger:

(a) LEGAL BILLS shall be the Surviving Corporation and shall continue to exist as a domestic corporation under the laws of the State of Florida, with all of the rights and obligations of such surviving domestic corporation as are provided by the Florida Business Corporation Act.

(b) LB CHARTERS, as a constituent corporation, shall cease to exist and its property shall become the property of LEGAL BILLS as the Surviving Corporation.

2. Articles of Incorporation; By-Laws. The Articles of Incorporation and By-Laws of LEGAL BILLS shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation.

3. Directors. The Board of Directors of LEGAL BILLS shall continue as the Board of Directors of the Surviving Corporation.

4. Cancellation of LB CHARTERS Shares. All issued and outstanding common shares of LB CHARTERS and the certificates representing such shares shall be surrendered and canceled on the effective date of the merger. Since all of the common shares of both LB CHARTERS and LEGAL BILLS are owned by the same shareholders, upon consummation of the Merger, no conversion of the issued and outstanding shares of LB CHARTERS into LEGAL BILLS shares is necessary.

5. Surviving Corporation's Shares. All issued and outstanding common shares of LEGAL BILLS and the certificates representing such shares shall continue unchanged and remain as issued and outstanding shares of LEGAL BILLS.

6. Shareholder Approval. This Plan of Merger shall be submitted to the mutual shareholders of each of LB CHARTERS and LEGAL BILLS for approval. If and when such approval is obtained, the proper officers of each corporation shall be and hereby are authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

7. Abandonment of Plan. Notwithstanding any of the provisions of this Plan of Merger, the Board of Directors of LB CHARTERS or LEGAL BILLS, at any time prior to the effective date of the Merger, and for any reason it may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein, in which case this Plan of Merger shall thereby be canceled and become null and void.

10022PPT0477LEGAL BILLS TO CHARTER.mxd