

# P98000061079

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February 28, 2000

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

Via Hand Delivery

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern:

Enclosed for filing, please find **ARTICLES OF MERGER**, along with a check in the amount of **\$70.00** for the requisite filing fees for the following entities:

**SMC FLORIDA INVESTMENTS, INC.**  
**SMC FLORIDA HOLDINGS, INC.**

**DOCUMENT NO.: P98000061079**  
**DOCUMENT NO.: P98000061079**

Upon receipt, please "date-stamp" the copy of the letter provided, conform the copy of **ARTICLES OF MERGER** enclosed, and call Ann Cotroneo at 222-7717, when the conformed document is ready. Thank you for your assistance in this matter.

Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

KBP/amc  
Enclosures  
GHRCORP/GHR2.63  
Specht/145058-3

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*merger*

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FILED  
00 FEB 28 PM 2:05  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 28 PM 12:28  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

SMC FLORIDA INVESTMENTS, INC., a FL corp., P98000061382

INTO

**SMC FLORIDA HOLDINGS, INC.**, a Florida entity, P98000061079.

File date: February 28, 2000

Corporate Specialist: Susan Payne

FILED

00 FEB 28 PM 2:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
MERGING  
SMC FLORIDA INVESTMENTS, INC., a Florida corporation  
WITH AND INTO  
SMC FLORIDA HOLDINGS, INC., a Florida corporation**

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, SMC FLORIDA INVESTMENTS, INC., a Florida corporation, and SMC FLORIDA HOLDINGS, INC., a Florida corporation, hereby adopt the following Articles of Merger:

**ARTICLE I**

SMC FLORIDA INVESTMENTS, INC. (hereinafter referred to as "INVESTMENTS") and SMC FLORIDA HOLDINGS, INC. (hereinafter referred to as "HOLDINGS") hereby merge, with HOLDINGS as the surviving corporation.

**ARTICLE II**

The Articles of Incorporation of HOLDINGS shall continue as the Articles of Incorporation of the surviving corporation.

**ARTICLE III**

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

**ARTICLE IV**

The Plan of Merger was adopted on February 23, 2000 by the Board of Directors of HOLDINGS, INVESTMENTS, and the sole shareholder of each of HOLDINGS and INVESTMENTS, STANDARD MORTGAGE CORPORATION, INC., a Louisiana corporation, pursuant to Sections 607.1101 and 607.1103 of the Florida Business Corporation Act.

ARTICLE V

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


All issued and outstanding common shares of INVESTMENTS 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 INVESTMENTS and HOLDINGS are owned by the same shareholder, upon consummation of the merger, no conversion of the issued and outstanding shares of INVESTMENTS into HOLDINGS shares is necessary.

ARTICLE VI


This merger shall be effective upon filing these Articles of Merger with the Florida Department of State.

Dated this 23rd day of February, 2000.

SMC FLORIDA INVESTMENTS, INC., a  
Florida corporation

By:   
Name: Gregory A. Boyd  
Title: Vice President

SMC FLORIDA HOLDINGS, INC., a Florida  
corporation

By:   
Name: Gregory A. Boyd  
Title: Vice President

**Exhibit "A"**

**PLAN OF MERGER  
BETWEEN  
SMC FLORIDA INVESTMENTS, INC., a Florida corporation  
AND  
SMC FLORIDA HOLDINGS, INC., a Florida corporation**

THIS PLAN OF MERGER is made and entered into as of the 23rd day of February, 2000, by and between **SMC FLORIDA INVESTMENTS, INC.** ("INVESTMENTS"), a Florida corporation, and **SMC FLORIDA HOLDINGS, INC.** ("HOLDINGS" or the "Surviving Corporation"), also a Florida corporation, providing that INVESTMENTS shall merge with and into HOLDINGS, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act, effective upon filing Articles of Merger with the Florida Department of State (the "Merger").

**WHEREAS**, HOLDINGS is a Florida corporation with its principal place of business at 390 N. Orange Avenue, Suite 1225, Orlando, Florida 32801; and

**WHEREAS**, the aggregate number of shares that HOLDINGS is authorized to issue is 10,000 shares at \$.01 par value, of which 100 shares are issued to its sole shareholder STANDARD MORTGAGE CORPORATION, INC. ("SMC"), a Louisiana corporation; and

**WHEREAS**, INVESTMENTS is a Florida corporation with its principal place of business at 390 N. Orange Avenue, Suite 1225, Orlando, Florida 32801; and

**WHEREAS**, the aggregate number of shares that INVESTMENTS is authorized to issue is 10,000 shares at \$.01 par value, of which 100 shares are issued to its sole shareholder, SMC; and

**WHEREAS**, it is desirable for the benefit of both parties and their mutual shareholder that the properties, businesses, assets, and liabilities of both parties be combined into one surviving corporation, which shall be HOLDINGS; and

**WHEREAS**, the parties intend that the Merger 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. INVESTMENTS shall be merged with and into HOLDINGS, and HOLDINGS does hereby merge INVESTMENTS with and into itself. On and after the effective date of the Merger:

(a) HOLDINGS 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) INVESTMENTS, as a constituent corporation, shall cease to exist and its property shall become the property of HOLDINGS as the Surviving Corporation.

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

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

4. Cancellation of INVESTMENTS Shares. All issued and outstanding common shares of INVESTMENTS 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 INVESTMENTS and HOLDINGS are owned by the same shareholder, SMC, upon consummation of the Merger, no conversion of the issued and outstanding shares of INVESTMENTS into HOLDINGS shares is necessary.

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

6. Shareholder Approval. This Plan of Merger shall be submitted to the sole shareholder of each of INVESTMENTS and HOLDINGS, SMC, 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 INVESTMENTS or HOLDINGS, 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.