

P98000064878

GLENN ANDERSON

COUNSELOR AT LAW
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WINTER HAVEN, FLORIDA 33880
(941) 299-7348

November 7, 1998

Department of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

500002708555-9
-12/10/98-01031--005
*****78.75 *****78.75

RE: Merger of Dicks Insurance Agency, Inc., into
GIS Insurance, Inc.

Dear Sir:

Enclosed please find Articles of Merger of Dicks Insurance Agency, Inc., a Florida corporation, into/with GIS Insurance, Inc., a Florida corporation, with an attachment. My check in the amount of \$78.75 to cover costs of filing and one certified copy is also enclosed.

Sincerely,



GLENN ANDERSON
Counselor at Law

GA:maj
encl.

FILED
98 DEC 10 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS DEC 22 1998

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

DICKS INSURANCE AGENCY, INC., a Florida corporation, V43943

INTO

GIS INSURANCE, INC., a Florida corporation, P98000064878

File date: December 10, 1998

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER OF
DICKS INSURANCE AGENCY, INC.,
a Florida Corporation, into/with
GIS INSURANCE, INC.,
a Florida Corporation

FILED
98 DEC 10 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between DICKS INSURANCE AGENCY, INC.,
a Florida corporation ("Dicks") and GIS INSURANCE, INC., a
Florida corporation ("GIS").

Pursuant to §607.1105 of the Florida Business Corpora-
tion Act (the "Act") DICKS and GIS adopt the following Arti-
cles of Merger:

1. The Agreement and Plan of Merger dated December 7,
1998, between DICKS and GIS was approved and adopted by the
shareholders of DICKS on December 7, 1998, and was adopted
by the shareholders of GIS on December 7, 1998.

2. Pursuant to the Plan of Merger, all issued and out-
standing shares of DICKS' stock will be acquired by means of
a merger of DICKS into GIS, the surviving corporation
("Merger").

3. The Plan of Merger is attached as Exhibit A and in-
corporated by reference as if fully set forth.

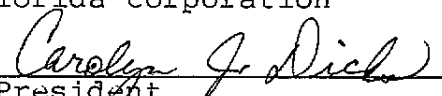
4. Pursuant to §607.1105(1)(b) of the Act, the date
and time of the effectiveness of the Merger shall be on the
filing of these Articles of Merger with the Secretary of
State of Florida.

IN WITNESS WHEREOF, the parties have set their hands
this 7th day of December, 1998.

ATTEST:


(Corporate Seal)

DICKS INSURANCE AGENCY, INC.
a Florida corporation

BY: 
President

ATTEST:


(Corporate Seal)

GIS INSURANCE, INC.,
a Florida corporation

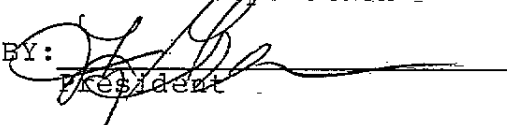
BY: 
President

EXHIBIT "A"

PLAN OF MERGER

Merger between GIS INSURANCE, INC., (the "Surviving Corp.") and DICKS INSURANCE AGENCY, INC., (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of Surviving Corp.'s common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing

Corp. and Surviving Corp. shall cause their respective President to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be December 7, 1998, the filing date of the Articles.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

7. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have executed this Plan as of the date first written.

ATTEST:

BY: 

(Corporate Seal)

GIS INSURANCE, INC.
a Florida corporation

BY: 

President

ATTEST:

BY: 

(Corporate Seal)

DICKS INSURANCE AGENCY, INC.
a Florida Corporation

BY: 

President