

Sep-08-98 02:11pm

from: RUDEN, MCCLOSKEY, FT. LAUD

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: LISA A LANIUS
PHONE: (954) 761-2910

ACCT#: 076077080521

FAX #: (954) 764-4996

NAME: R.B./G.S.C. ACQUISITION, P.A.

AUDIT NUMBER.....H98000016413

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GATLIN, SCHIEFELBEIN & COWDERY, P.A., a Florida corporation, H61866

INTO

R.B./G.S.C. ACQUISITION, P.A., a Florida corporation, P98000074622

File date: September 8, 1998

Corporate Specialist: Darlene Connell

SENT BY: RUDEN MCCLOSK

; 9- 4-98 9:28AM ;

305→ Department of State: # 1

9/02/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1998

R.B./G.S.C. ACQUISITION, P.A.
200 EAST BROWARD BLVD.
15TH FLOOR
FORT LAUDERDALE, FL 33301

SUBJECT: R.B./G.S.C. ACQUISITION, P.A.
REF: P98000074622

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Corporate Specialist

FAX Aud. #: H98000016413
Letter Number: 698A00045382

SENT BY: RUDEN MCCLOSKEY : 9- 8-98 9:25AM ;
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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

September 4, 1998

R.B./G.S.C. ACQUISITION, P.A.
200 EAST BROWARD BLVD.
15TH FLOOR
FORT LAUDERDALE, FL 33301

SUBJECT: R.B./G.S.C. ACQUISITION, P.A.
REF: P98000074622

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Darlene Connell
Corporate Specialist

FAX Aud. #: H98000016413
Letter Number: 698A00045382

ARTICLES OF MERGER

OF

**GATLIN, SCHIEFELBEIN & COWDERY, P.A.,
A FLORIDA PROFESSIONAL ASSOCIATION**

INTO

**R.B./G.S.C. ACQUISITION, P.A., A FLORIDA
PROFESSIONAL SERVICE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger.

ARTICLE ONE

The names of the corporations participating in the merger are Gatlin, Schiefelbein & Cowdery, P.A. and R.B./G.S.C. Acquisition, P.A.

ARTICLE TWO

The name of the surviving corporation shall be R.B./G.S.C. Acquisition, P.A.

ARTICLE THREE

The Plan of the Merger of Gatlin, Schiefelbein & Cowdery, P.A. into R.B./G.S.C. Acquisition, P.A. is as follows:

a. The name of the corporation which will be the surviving corporation in this merger is R.B./G.S.C. Acquisition, P.A., a Florida professional service corporation ("Surviving Corporation"). The name of the corporation merging into the Surviving Corporation is Gatlin, Schiefelbein & Cowdery, P.A., a Florida professional service corporation ("Merging Corporation").

b. The shares of the Merging Corporation shall be surrendered to the Surviving Corporation for cancellation and exchanged for and converted into fifty

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Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

(50) shares of common stock of Ruden, McClosky, Smith, Schuster & Russell, P.A., the sole Shareholder of R.B./G.S.C Acquisition Corp., to the sole shareholder of the Merging Corporation.

ARTICLE FOUR

As to Gatlin, Schiefelbein & Cowdery, P.A., the plan was duly approved by its sole shareholder on September 1, 1998.

As to R.B./G.S.C. Acquisition, P.A., the plan was duly approved by its sole shareholder on September 1, 1998.

ARTICLE FIVE

The merger shall take effect at 12:01 a.m. on September 1, 1998.

GATLIN, SCHIEFELBEIN, COWDERY,
P.A., a Florida professional service
corporation

Date: September 1, 1998.

By: B. Kenneth Gatlins
Name: B. Kenneth Gatlins
Its: President

R.B./G.S.C. ACQUISITION, P.A.,
a Florida professional service corporation

Date: September 1, 1998.

By: Carl Schuster
Name: CARL SCHUSTER
Its: PRES

Prepared by: Scott H. Margol, Esq., FL Bar #0522848
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Fort Lauderdale, Florida 33301
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