

P99000024525

LAW OFFICES OF  
**BAXTER, STROHAUER & MANNION, P.A.**

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300  
1150 CLEVELAND STREET  
CLEARWATER, FL 33755

JAMES A. BAXTER  
GARY N. STROHAUER  
ELIZABETH R. MANNION

June 10, 1999

TEL (727) 461-6100  
FAX (727) 447-6899  
EMAIL: lawyer@baxstroh.com

Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Russell Johns Associates, Inc.

900002903759--6

-06/14/99-01116-001

\*\*\*\*\*43.75 \*\*\*\*\*43.75

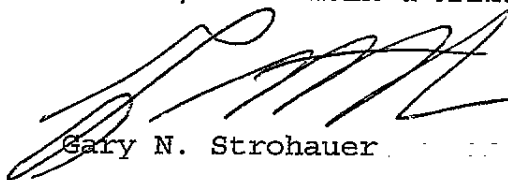
Dear Sir:

Enclosed please find an original and one copy of Articles of Merger for the above-named corporation. Also enclosed is our firm's check in the amount of \$43.75.

Please file the enclosed document and return a certified copy to the undersigned.

Very truly yours,

BAXTER, STROHAUER & MANNION, P.A.

  
Gary N. Strohauser

GNS/kc  
Encls.

con-corp/russell/let/secstate

FILED  
99 JUN 28 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

900002903759--6

-06/28/99-01100-009

\*\*\*\*\*35.00 \*\*\*\*\*35.00

*merger*

S. PAYNE JUN 29 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RUSSELL JOHNS ASSOCIATES, LTD., a New York corp., 829512

INTO

**RUSSELL JOHNS ASSOCIATES, INC.**, a Florida corporation, P99000024525

File date: June 28, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 18, 1999

Gary N. Strohauer, Esquire  
1150 Cleveland Street  
First National Bank of Florida Bldg #300  
Clearwater, FL 33755

SUBJECT: RUSSELL JOHNS ASSOCIATES, INC.  
Ref. Number: P99000024525

We have received your document for RUSSELL JOHNS ASSOCIATES, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of merger is \$35 per corporation merging. An additional fee of \$35 is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 199A00032710

ARTICLES OF MERGER

FILED

99 JUN 28 AM 9:47

These Articles of Merger are entered into this 340 day of STATE  
JUNE, 1999, by and between RUSSELL JOHNS ASSOCIATES, INC. and RUSSELL JOHNS ASSOCIATES, INC.  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, Florida Business Corporation Act and the New York State Business Corporation Act, Russell Johns Associates, Ltd., a New York corporation, and Russell Johns Associates, Inc., a Florida corporation, hereby adopt and file the following Articles of Merger for the purpose of effecting the merger of Russell Johns Associates, Ltd. into Russell Johns Associates, Inc., which shall be the surviving corporation.

ARTICLE I

Plan of merger effecting the merger of Russell Johns Associates, Ltd. with and into Russell Johns Associates, Inc., is attached hereto and made part of these Articles of Merger as Exhibit "A."

ARTICLE II

The name of the surviving corporation is Russell Johns Associates, Inc., a Florida corporation.

ARTICLE III

The effective date of the merger shall be the date of the filing of these Articles of Merger with the Secretary of the State of Florida, (the effective date of the merger).

ARTICLE IV

As of this date and as of the effective date of the merger, 100% of the issued and outstanding shares of Russell Johns Associates, Ltd. and Russell Johns Associates, Inc. was and is held by Cedar Resources, Inc., a Florida corporation, and said entity as sole shareholder consents to, approves and joins in these Articles of Merger.

ARTICLE V

The Plan of Merger was adopted by the written consent of the Board of Directors of Russell Johns Associates, Ltd. on June 3, 1999 and Russell Johns Associates, Inc. on June 3, 1999. The consent of the sole shareholder of each corporation is appended hereto.

FILED  
99 JUN 28 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 3rd day of JUNE, 1999.

[Signature]  
Barbara Frazier

RUSSELL JOHNS ASSOCIATES, LTD.

By: [Signature]  
Its: PRES.

[Signature]  
Barbara Frazier

RUSSELL JOHNS ASSOCIATES, INC.

By: [Signature]  
Its: PRES

The undersigned as sole shareholder of Russell Johns Associates, Ltd. and Russell Johns Associates, Inc. consents to, approves and joins in these Articles of Merger.

[Signature]  
Barbara Frazier

CEDAR RESOURCES, INC.

By: [Signature]  
Its: PRES.

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3rd day of June, 1999, by John C. Page as Pres for RUSSELL JOHNS ASSOCIATES, LTD.



Barbara E. Frazier  
Commission # CG 815416  
Expires Apr. 25, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

Barbara E. Frazier  
NOTARY PUBLIC  
My Commission Expires: 4-25-2003

Personally known X or Produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3rd  
day of June, 1999, by John C. Page as Pres  
for RUSSELL JOHNS ASSOCIATES, INC.



Barbara E. Frazier  
Commission # 00 815416  
Expires Apr. 25, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

Barbara E. Frazier  
NOTARY PUBLIC  
My Commission Expires: 4-25-2003

Personally known X or Produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3rd  
day of June, 1999, by John C. Page as Pres  
for CEDAR RESOURCES, INC.



Barbara E. Frazier  
Commission # 00 815416  
Expires Apr. 25, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

Barbara E. Frazier  
NOTARY PUBLIC  
My Commission Expires: 4-25-2003

Personally known X or Produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_

CON-CORP/RUSSELL/ARTMERG

## PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 3<sup>rd</sup> day of JUNE, 1999, by and between RUSSELL JOHNS ASSOCIATES, LTD., a New York corporation, and RUSSELL JOHNS ASSOCIATES, INC., a Florida corporation, said corporations sometimes hereinafter collectively being referred to as "Constituent Corporations."

WHEREAS, Russell Johns Associates, Ltd., a New York corporation, has authorized capital stock of Two Hundred (200) shares of common stock at no par value which, as of the date hereof, all Two Hundred (200) shares are issued and outstanding and held by Cedar Resources, Inc., a Florida corporation; and

WHEREAS, Russell Johns Associates, Inc., a Florida corporation, has authorized capital stock of One Hundred (100) shares, par value of \$1.00 per share, which, as of the date hereof, all One Hundred (100) shares are issued and outstanding and held by Cedar Resources, Inc.; and

WHEREAS, the Board of Directors of both corporations identified above believe it is in the best interest of both corporations to merge with Russell Johns Associates, Inc., a Florida corporation, to be the surviving corporation, and the following Plan Of Merger which is adopted pursuant to the New York State Business Corporation Act and Section 607.1104 of the Florida Business Corporation Act.

1. Merger. Russell Johns Associates, Ltd. shall be merged with and into Russell Johns Associates, Inc.
2. Effective Date. The merger shall become effective immediately upon the filing of Articles of Merger with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act, without any vote or other action on the part of the board of directors or shareholders of Russell Johns Associates, Ltd. Time of such effectiveness is hereinafter called the "effective date."
3. Surviving Corporation. Russell Johns Associates, Inc. shall be the surviving corporation of the merger and shall continue to be governed under the laws of the State of Florida. On the effective date, the separate corporate existence of Russell Johns Associates, Ltd. shall cease.
4. Articles of Incorporation. The Articles of Incorporation of Russell Johns Associates, Ltd. were filed December 12, 1968 with the Department of State for the State of New York, Film #722904-4. The Articles of Incorporation for Russell Johns Associates, Inc. were filed March 17, 1999 with the Secretary of State for the State of Florida, Charter #P99000024525. The Articles of Incorporation of Russell Johns Associates, Inc. as they exist on the effective date shall be the Articles of Incorporation of the merged company following the effective date, unless and until the same shall be

EXHIBIT

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thereafter amended or appealed in accordance with the laws of the State of Florida.

5. Bylaws. The bylaws of Russell Johns Associates, Inc. as they exist on the effective date shall be the bylaws of the merged companies following the effective date, unless and until the same shall be amended or appealed in accordance with the provisions thereof and the laws of the State of Florida.

6. Board of Directors and Officers. The members of the board of directors and officers of Russell Johns Associates, Inc. immediately prior to the effective date shall be the members of the board of directors and the officers, respectively, of the merged company following the effective date, and such persons shall serve in such offices for the terms provided by law or in the bylaws or until their respective successors are elected and qualified.

7. Conversion of Outstanding Stock of Russell Johns Associates, Ltd. On the effective date, each issued and outstanding share of Russell Johns Associates, Ltd. shall cease to be outstanding. Cedar Resources, Inc., a Florida corporation, being the holder and owner of 100% of the issued and outstanding shares of both of the corporations being merged pursuant hereto shall continue to own One Hundred (100) shares of the issued and outstanding stock of the surviving corporation, Russell Johns Associates, Inc., being One Hundred (100) shares having a par value of \$1.00 per share.

8. Rights and Liabilities of Russell Johns Associates, Ltd. At or after the effective date, and in all manner of and as more fully set forth in Florida Business Corporation Act and the New York Business Corporation Act, the title to all real property and other property, or interests therein, owned by Russell Johns Associates, Ltd. and Russell Johns Associates, Inc. shall be vested in Russell Johns Associates, Inc. without reversion or impairment; Russell Johns Associates, Inc. shall succeed to and possess without further act or deed all estates, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of Russell Johns Associates, Ltd. or Russell Johns Associates, Inc., without reversion or impairment; Russell Johns Associates, Inc. shall thence forth be responsible and liable for all of the liabilities and obligations of Russell Johns Associates, Ltd.; any claim existing or any action or proceeding pending by or against Russell Johns Associates, Ltd. or Russell Johns Associates, Inc. may be continued as if the merger did not occur or Russell Johns Associates, Inc. may be substituted for Russell Johns Associates, Ltd. in the proceeding, neither the rights of creditors nor any liens upon the property of Russell Johns Associates, Ltd. or Russell Johns Associates, Inc. shall be impaired by the merger; and Russell Johns Associates, Inc. shall indemnify and hold harmless the officers and directors of each of the parties hereto against any and all such debts, liabilities and duties and against all claims and demands arising out of this merger.



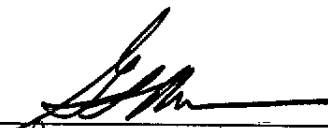
9. Provisions Relating to New York. The surviving corporation, Russell Johns Associates, Inc., may be served with process in this State (New York) in any action or special proceeding for the enforcement of any liability or obligation of Russell Johns Associates, Ltd. and for the enforcement of the right of shareholders and members of Russell Johns Associates, Ltd. to receive payment for their interests against the surviving corporation.

Russell Johns Associates, Inc. designates the Secretary of State of New York as its agent upon whom process against it may be served. The post office address for Russell Johns Associates, Inc. is 1001 South Myrtle Avenue, Suite 7, Clearwater, Florida 33756.

Subject to the provisions of Section 623 of the New York Business Corporation Act, Section 1005 of the New York Limited Liability Company Law and any applicable statutes, Russell Johns Associates, Inc. will promptly pay to the shareholders of Russell Johns Associates, Ltd. the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Act and the Limited Liability Company Law or any applicable statute relating to the right of shareholders, owners and members to receive payment for their interests.

10. Governing Law. This Plan of Merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and the State of New York.


IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 30<sup>th</sup> day of JUNE, 1999.

  
\_\_\_\_\_  
Barbara Gray

RUSSELL JOHNS ASSOCIATES, LTD.

By:  \_\_\_\_\_

Its: \_\_\_\_\_ PRES

  
\_\_\_\_\_  
Barbara Gray

RUSSELL JOHNS ASSOCIATES, INC.

By:  \_\_\_\_\_

Its: \_\_\_\_\_ PRES