

P99000027718

WARNER, FOX, WACKEEN, DUNGEY  
SEELEY, SWEET & WRIGHT, L.L.P.

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\* BOARD CERTIFIED REAL ESTATE LAWYER  
\*\* BOARD CERTIFIED CIVIL TRIAL LAWYER

\*\*\*BOARD CERTIFIED WILLS, TRUSTS  
& ESTATES LAWYER

June 8, 1999

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

600002902286--4  
-06/11/99-01078--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Accu-Plan Agency FLA, Inc.

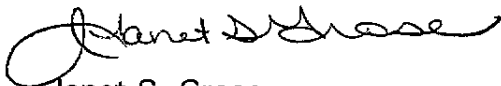
Ladies/Gentlemen:

Enclosed please find duplicate original and one copy of Articles of Merger with attached Provisions for Plan of Merger, and our check in the amount of \$78.75, representing the following:

Filing Fee	\$70.00
Certified Copy Fee	<u>\$ 8.75</u>
	\$78.75

Please forward the certified copy of the Articles of Merger to the undersigned.

Sincerely,



Janet S. Grose  
Legal Assistant  
Enclosures

pc: Mrs. Constance Friedman

*merger*

FILED  
99 JUN 11 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. PAYNE JUN 16 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ACCU-PLAN AGENCY, INC., a nonqualified New York corp.

INTO

**ACCU-PLAN AGENCY FLA, INC.**, a Florida corporation, P99000027718

File date: June 11, 1999


Corporate Specialist: Susan Payne

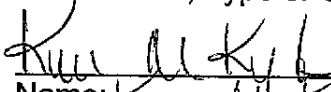
ARTICLES OF MERGER  
(F.S. § 607.1107)

FILED  
99 JUN 11 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Accu-Plan Agency, Inc., being validly and legally formed under the laws of the State of New York, and Accu-Plan Agency FLA, Inc., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Plan of Merger is:
  - (a) Name of domestic corporation planning to merge is:  
Accu-Plan Agency FLA, Inc., a Florida corporation
  - (b) Name, jurisdiction of incorporation of other business entity (foreign corporation) planning to merge is:  
Accu-Plan Agency, Inc., a New York corporation
  - (c) Name of surviving domestic corporation is:  
Accu-Plan Agency FLA, Inc., a Florida corporation
  - (d) The terms and conditions of the merger are:  
Attached hereto as Exhibit "A"
2. The effective date of the merger is: October 31, 1999.
3. Accu-Plan Agency, Inc. adopted the Plan of Merger on March 25, 1999 by a vote of the shareholders and board of directors.
4. Accu-Plan Agency FLA, Inc. adopted the Plan of Merger on March 25, 1999 by a vote of the shareholders and board of directors.

  
Name: M. Lanning Fox  
Please Print, Type or Stamp

  
Name: Kim All Kyle  
Please Print, Type or Stamp

ACCU-PLAN AGENCY, INC.  
a New York corporation

By:   
Constance Friedman  
Its: President

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 25 day of March, 1999, by Constance Friedman, who: [ ☒ ] is personally known to me, or [ ☐ ] has produced \_\_\_\_\_ as identification, and who did take an oath.



Kim N. Kyle  
Name: \_\_\_\_\_

Typed, printed or stamped  
I am a Notary Public of the State of Florida  
having a commission number of \_\_\_\_\_  
and my commission expires: \_\_\_\_\_

M. Lanning Fox  
Name: M. Lanning Fox  
Please Print, Type or Stamp

Kim N. Kyle  
Name: Kim N. Kyle  
Please Print, Type or Stamp

ACCU-PLAN AGENCY FLA, INC.  
a Florida corporation

By: Constance Friedman  
Constance Friedman  
Its: President

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 25 day of March, 1999, by Constance Friedman, who: [ ☒ ] is personally known to me, or [ ☐ ] has produced \_\_\_\_\_ as identification, and who did take an oath.



Kim N. Kyle  
Name: \_\_\_\_\_

Typed, printed or stamped I am a Notary  
Public of the State of Florida having a  
commission number of \_\_\_\_\_  
and my commission expires: \_\_\_\_\_

## Exhibit "A"

### Provisions for Plan of Merger

*Terms and Conditions.* On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of the creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

*Conversion of Shares.* The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

- (a) Each share of the common stock of Accu-Plan Agency, Inc., a New York corporation (absorbed corporation) issued and outstanding on the effective date of the merger shall be converted into one (1) share of the common stock of Accu-Plan Agency FLA, Inc., a Florida corporation (surviving corporation), which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.
- (b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

*Approval by Stockholders.* The plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of New York at meetings to be held on or before March 25, 1999, or at such other time as to which the board of directors of the constituent corporations may agree.

Signed, sealed, read and  
delivered in the presence of:

Accu-Plan Agency FLA, Inc.,  
a Florida Corporation

[Signature]  
Name: Mr. Lanning Fox  
Please Print, Type or Stamp

By: Constance Friedman  
Constance Friedman  
Typed or printed name  
Its: President

[Signature]  
Name: Kim N. Kyle  
Please Print, Type or Stamp

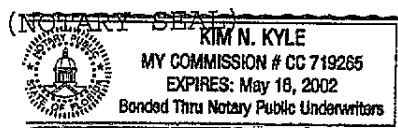
and

By: Neil Friedman  
Neil Friedman  
Typed or printed name  
Its: Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 25  
day of March, 1999, by Constance Friedman, as President and  
Neil Friedman, as Secretary on behalf of Accu-Plan Agency FLA,  
Inc., a Florida corporation, who: [☒] are personally known to me,  
or [☐] have produced \_\_\_\_\_ as  
identification, and who did not take an oath.


[Signature]  
Name: \_\_\_\_\_




Typed, printed or stamped  
I am a Notary Public of the  
State of \_\_\_\_\_ having a  
commission number of \_\_\_\_\_  
and my commission expires: \_\_\_\_\_

Effective Date of Merger. The effective date of this merger shall be October 31, 1999.


Signed, sealed, read and delivered in the presence of:

  
Name: William Fox  
Please Print, Type or Stamp

  
Name: Neil Kyle  
Please Print, Type or Stamp

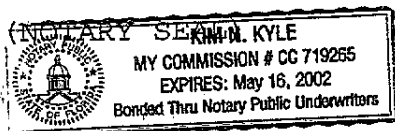
Accu-Plan Agency, Inc.  
a New York corporation

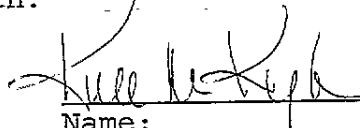
By: Constance Friedman  
Constance Friedman  
Typed or printed name  
Its: President

and  
By:   
Neil Friedman  
Typed or printed name  
Its: Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 25 day of March, 1999, by Constance Friedman, as President and Neil Friedman, as Secretary on behalf of Accu-Plan Agency, Inc., a New York corporation, who: [ ☒ ] are personally known to me, or [ ☐ ] have produced \_\_\_\_\_ as identification, and who did not take an oath.



  
Name: \_\_\_\_\_  
Typed, printed or stamped  
I am a Notary Public of the  
State of \_\_\_\_\_ having a  
commission number of \_\_\_\_\_  
and my commission expires: \_\_\_\_\_