

P99 000034684

LAW OFFICES

SALTER, FEIBER, YENSER & MURPHY, P.A.

POST OFFICE DRAWER 1589

GAINESVILLE, FLORIDA 32602-1589

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8 July 1999

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200002927322--2
-07/09/99--01065--007
*****35.00 *****35.00

Dear Secretary of State:

Please file the documents and return the original copies to our office as soon as possible.

Sincerely,

200002927322--2
-07/23/99--01025--021
*****35.00 *****35.00

Courtney Schuster
Law Clerk
SALTER, FEIBER, YENSER & MURPHY, P.A.

FILED
99 JUL 21 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
LFB 7-23-99
~~\$789,561,2575,524,671~~

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

G. H. EDWARDS & ASSOCIATES, INC., a New York corporation (not qualified
to transact business in Florida)

INTO

G. H. EDWARDS & ASSOCIATES, INC., a Florida corporation, P99000034684.

File date: July 21, 1999

Corporate Specialist: Louise Flemming-Jackson



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 15, 1999

Courtney Schuster
% Salter, Feiber, Yenser & Murphy, P.A.
Post Office Drawer 1589
Gainesville, FL 32602-1589

SUBJECT: G. H. EDWARDS & ASSOCIATES, INC.
Ref. Number: P99000034684

We have received your document for G. H. EDWARDS & ASSOCIATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

There is a balance of \$35.00 due for the filing fee.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 599A00036487

**ARTICLES OF MERGER
OF**

G. H. Edwards & Associates, Inc.,
a Florida Corporation,
with
G. H. Edwards & Associates, Inc.,
a New York Corporation

FILED

99 JUL 21 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between G. H. Edwards & Associates, Inc., a Florida corporation, and G. H. Edwards & Associates, Inc., a New York corporation.

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned domestic and foreign corporations have adopted the following Articles of Merger for the purposes of merging them into one of such corporations:

1. The laws of the state under which such foreign corporation is organized permit such merger.
2. The name of the surviving corporation is G. H. Edwards & Associates, Inc. and it is to be governed by the laws of the State of Florida.
3. The attached Plan of Merger was approved by the directors of the undersigned domestic corporation on April 13, 1999, in the manner prescribed by statute and was approved by the undersigned foreign corporation on April 13, 1999, in the manner prescribed by the laws of the state under which it is organized: New York. Attached is a copy of the Plan. *The plan of merger was adopted by the directors and shareholders on April 13, 1999 by both corporations.*
4. Under the Plan of Merger, all issued and outstanding shares of G. H. Edwards & Associates, Inc.'s stock will be exchanged for 1 share of stock with the surviving corporation ("Merger").
5. Under §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 on July 8, 1999

ATTEST:

G. H. Edwards & Associates, Inc.
a Florida Corporation

Corporate Seal

By: 
President

George H. Edwards

G. H. Edwards & Associates, Inc.
a New York Corporation

Corporate Seal

By: _____

President

George H. Edwards

PLAN OF MERGER

Merger between G. H. Edwards & Associates, Inc., a Florida corporation, (the "Surviving Corp.") and G. H. Edwards & Associates, Inc., a New York corporation (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under the 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 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 Constituent Corporations. On 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 and exchanged for 1 share of 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 have deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
5. 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.
6. Filing with the Florida Secretary of State and Effective Date. On 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 Presidents to execute Articles of Merger in the form attached to this Agreement and on 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(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be July 8, 1999, the filing date of the Articles, as specified herein.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by 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 person), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

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

IN WITNESS WHEREOF, the parties have set their hands on July 8, 1999.

ATTEST:

Corporate Seal

G. H. Edwards & Associates, Inc.
a Florida Corporation

By: _____

President

George H. Edwards

G. H. Edwards & Associates, Inc.
a New York Corporation

By: _____

President

George H. Edwards

Corporate Seal