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December 23, 1998

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Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

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-12/28/98--01075--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger  
Spencer-Edens Agency, Inc. into Spencer & Associates, Inc.

Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Merger, together with check in the sum of \$70.00 to cover your filing fee for the merger.

Please stamp the copy of the Articles of Merger with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

*Harry A. Jones*  
Harry A. Jones

HAI/re  
Enc.  
cc: Spencer & Associates, Inc.

FILED  
98 DEC 28 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
TLL JAN 8 1999

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SPENCER-EDENS AGENCY, INC., a Florida corporation, J84871

INTO

**SPENCER & ASSOCIATES, INC.**, a Florida corporation, S00764.

File date: December 28, 1998

Corporate Specialist: Thelma Lewis

FILED  
98 DEC 28 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF FLORIDA CORPORATIONS  
INTO  
SPENCER & ASSOCIATES, INC.

Pursuant to the provisions of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging another corporation into the undersigned as the surviving corporation.

1. The following Plan and Agreement of Merger was approved by the Stockholders and Directors of both corporations in the manner prescribed by the Florida General Corporation Act: The date for adoption for each corporation to the Shareholders was December 1, 1998.

PLAN AND AGREEMENT OF MERGER

This Agreement made effective the 1<sup>st</sup> day of December, 1998, between SPENCER & ASSOCIATES, INC., a corporation of the State of Florida and whose principal office is 719 Garden Street, Titusville, FL 32796, and SPENCER-EDENS AGENCY, INC., a corporation of the State of Florida and whose principal office is at 719 Garden Street, Titusville, FL 32796; as follows:

WHEREAS, all of the outstanding shares and capital stock of SPENCER & ASSOCIATES, INC., is owned by Earl Spencer, Jr., Trustee, Catherine M. Spencer, Trustee, and F. Gregory Spencer, and SPENCER-EDENS AGENCY, INC., is owned by Earl

Spencer, Jr., Trustee and Catherine M. Spencer, Trustee as the sole record and equitable owners of both corporations, pursuant to their authority under Section 607.1101 of the Florida General Corporation Act, believe that it will be to the best interests of each corporation that SPENCER-EDENS AGENCY, INC., be merged into SPENCER & ASSOCIATES, INC.

NOW, THEREFORE, in consideration of SPENCER & ASSOCIATES, INC.'S undertakings hereinafter set forth, it is agreed as follows:

(a) SPENCER-EDENS AGENCY, INC. shall be merged into SPENCER & ASSOCIATES, INC., for the transfer to SPENCER & ASSOCIATES, INC. of all the assets and liabilities of SPENCER-EDENS AGENCY, INC., in complete cancellation of all the capital stock of SPENCER-EDENS AGENCY, INC.

(b) The name of the surviving corporation shall be SPENCER & ASSOCIATES, INC..

(c) The number, names and post office addresses of the directors and officers of the surviving corporation, who shall hold office until their successors are chosen or appointed according to the By-Laws of the surviving corporation are:

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
EARL SPENCER, JR.	719 Garden Street Titusville, FL 32796

CATHERINE M. SPENCER

719 Garden Street  
Titusville, FL 32796

OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
EARL SPENCER, JR.,	President	719 Garden Street Titusville, FL 32796
CATHERINE M. SPENCER	Secretary	719 Garden Street Titusville, FL 32796

(d) The number of shares of the capital stock of the surviving corporation is 500 shares of common stock of \$1.00 par value, of which 300 shares are issued and outstanding.

(e) The capital stock of SPENCER-EDENS AGENCY, INC. shall be completely cancelled, and that of SPENCER & ASSOCIATES, INC. shall be unaffected by the merger.

(f) Following the adoption of this Agreement by the Directors of SPENCER & ASSOCIATES, INC., the merger, transfer of assets from SPENCER-EDENS AGENCY, INC., to SPENCER & ASSOCIATES, INC. and cancellation of capital stock will all be effective December 31, 1998.

2. As to SPENCER-EDENS AGENCY, INC., and SPENCER & ASSOCIATES, INC., as surviving corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

	NO. OF SHARES	SHARES ENTITLED
<u>NAME OF CORPORATION</u>	<u>OUTSTANDING</u>	<u>TO VOTE</u>
SPENCER & ASSOCIATES, INC.	300	300
SPENCER-EDENS AGENCY, INC.	260	260

3. Receipt of a copy of the Plan and Agreement of Merger and consent to the same by all of the stockholders of all issued and outstanding stock in SPENCER-EDENS AGENCY, INC., and is hereby acknowledged by the signature below of all the Directors of SPENCER & ASSOCIATES, INC., pursuant to the requirements of section 607.1101 of the Florida General Corporation Act.

EXECUTED this 23 day of December, 1998.

SPENCER & ASSOCIATES, INC.

By: Earl Spencer, Jr.  
Earl Spencer, Jr., President/Director

By: Catherine M. Spencer  
Catherine M. Spencer, Secretary/Director

SPENCER-EDENS AGENCY, INC.


By: Earl Spencer, Jr.  
Earl Spencer, Jr., President/Director

By: Catherine M. Spencer  
Catherine M. Spencer, Secretary/Director

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, appeared EARL SPENCER, JR., CATHERINE M. SPENCER, President and Secretary, respectively, personally known to me to be the persons described in and who subscribed to the above Articles of Merger, and did freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the uses and purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of December, 1998.

  
\_\_\_\_\_  
Notary Public - State of Florida  
My Commission Expires:



Ruth S. Ellis  
MY COMMISSION # CC654443 EXPIRES  
JULY 9, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.