

509.307
TRENAM, PARKER, SCHARF, BARNETT, FRANK, O'NEILL & MULLIS
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TAMPA OFFICE
2700 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 1102
TAMPA, FLORIDA 33601-1102
TELEPHONE (813) 223-7474
TELEFAX (813) 229-6553

PLEASE REPLY TO
Tampa

ST. PETERSBURG OFFICE
2100 BARNETT TOWER
ONE PROGRESS PLAZA
POST OFFICE BOX 2245
ST. PETERSBURG, FLORIDA 33731-2245
TELEPHONE (813) 888-7474
TELEFAX (813) 821-0407

December 26, 1996

FEDERAL EXPRESS

Florida Division of Corporations
Amendment and Merger Section
409 E. Gaines Street
Tallahassee, FL 32301

600002040106--7
-12/27/96--01131--002
*****70.00 *****70.00

Re: Articles of Merger of Acordia of Orlando, Inc. into Acordia Southeast, Inc.
Our File No. 96-1391

Dear Sir or Madam:

I am enclosing on behalf of my client Articles of Merger, which will merge Acordia of Orlando, Inc. into Acordia Southeast, Inc., with Acordia Southeast, Inc. being the surviving corporation. As noted in the Articles, the effective date and time of filing should be the close of business on December 31, 1996.

I also am enclosing our firm check in the amount of \$70 to cover the filing fee.

Please file the Articles and send your standard notice of filing to the undersigned at your earliest convenience. If any problems arise in connection with the filing, please contact the undersigned at the Tampa office noted above. Thank you for your courteous cooperation.

Sincerely,


Don B. Weinbren

DBW/lab
Enclosure

Rec'd
12/27

SH 1/5

FILED
96 DEC 27 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

Don B. Weinbren
Trenam, Kemker et al
P.O. Box 1102
Tampa, FL 33601-1102

SUBJECT: ACORDIA OF ORLANDO, INC.
Ref. Number: 460383

We have received your document for ACORDIA OF ORLANDO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 497A00001108

TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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January 13, 1997

FEDERAL EXPRESS

Steven Harris, Corporate Specialist
Florida Division of Corporations
Amendment and Merger Section
409 E. Gaines Street
Tallahassee, FL 32301

Re: Articles of Merger of Acordia of Orlando, Inc. into Acordia Southeast, Inc.
— Additional Information, Letter No. 497A00001108
Our File No. 96-1391

Dear Mr. Harris:

Thank you for your letter, No. 497A00001108, dated January 9, 1997, in which you requested that the plan of merger be attached to the Articles of Merger with respect to the above-referenced merger. The plan of merger inadvertently was not attached when we sent the original documents.

I am now enclosing the original Articles of Merger with the Plan of Merger attached at Exhibit A. I also am enclosing a copy of your letter.

Please file the Articles and send your standard notice of filing to the undersigned at your earliest convenience. We appreciate your courteous cooperation.

Sincerely,


Don B. Weinbren

DBW/lab
Enclosure

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

ACORDIA OF ORLANDO, INC., a Florida corporation, 460383

INTO

ACORDIA SOUTHEAST, INC., a Florida corporation, S09307.

File date: December 27, 1996 , effective December 31, 1996

Corporate Specialist: Steven Harris

EFFECTIVE DATE

12-31-96

**ARTICLES OF MERGER
OF
ACORDIA OF ORLANDO, INC.
into
ACORDIA SOUTHEAST, INC.**

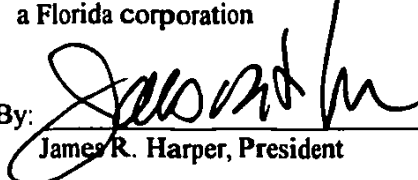
FILED
96 DEC 27 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), **ACORDIA OF ORLANDO, INC.**, a Florida corporation ("Subsidiary") and **ACORDIA SOUTHEAST, INC.**, a Florida corporation ("Parent"), hereby execute and file Articles of Merger, stating the following:

1. A Plan of Merger by Parent, dated December 18, 1996 (the "Plan of Merger"), was approved and adopted pursuant to §607.1104(1) of the Act by unanimous written consent of:
 - a. the directors of Subsidiary on the 18th day of December, 1996, and
 - b. the directors of Parent on the 18th day of December, 1996.
2. Pursuant to §607.1104(1)(a) of the Act, approval of the Plan of Merger by the shareholders of Parent and Subsidiary is not required.
3. The Plan of Merger is attached as Exhibit A and incorporated herein by reference.
4. Pursuant to §607.1105(1)(b) of the Act, the effective time and date of the Merger will be the close of business on December 31, 1996.

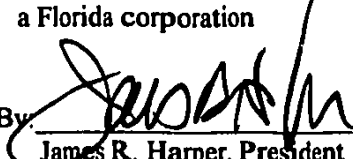
IN WITNESS WHEREOF, Subsidiary and Parent each have caused these Articles of Merger to be executed by a duly authorized officer this ____ day of December, 1996.

ACORDIA OF ORLANDO, INC.,
a Florida corporation

By: 

James R. Harper, President

ACORDIA SOUTHEAST, INC.,
a Florida corporation

By: 

James R. Harper, President

**PLAN OF MERGER
OF
ACORDIA OF ORLANDO, INC.
INTO
ACORDIA SOUTHEAST, INC.**

THIS PLAN OF MERGER (the "Plan") is made this 18th day of December, 1996, by **ACORDIA SOUTHEAST, INC.**, a Florida corporation ("Parent" or "Surviving Corporation"), which corporation owns all of the issued and outstanding stock of **ACORDIA OF ORLANDO, INC.**, a Florida corporation ("Subsidiary"). From time to time in this Plan, Parent and Subsidiary may be referred to collectively as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Parent desires to merge Subsidiary into Parent in accordance with §607.1104 of the Florida Business Corporation Act (the "Act"), with parent being the surviving corporation (such transaction being referred to in this Plan as the "Merger") upon the terms and subject to the conditions set forth in this Plan; and

WHEREAS, Parent owns one hundred percent (100%) of the issued and outstanding common stock of Subsidiary, such common stock constituting all of the issued and outstanding stock of Subsidiary.

NOW THEREFORE, the terms and conditions of the Plan are as follows:

ARTICLE I

The Merger

1. The term "Effective Date" shall mean the close of business on December 31, 1996.
2. On the Effective Date, Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall cease on the Effective Date, and the existence of Parent shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.
3. Until altered, amended, changed or repealed, the Articles of Incorporation and the Bylaws of Parent, as in effect on the Effective Date, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation in the Merger.

EXHIBIT A

respective successors shall have been elected and qualified, unless they earlier die, resign, or are removed.

ARTICLE II

Effects of the Merger

On the Effective Date, Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in §607.1106 of the Act.

ARTICLE III

Terms of the Transaction; Conversion of Shares

The manner and basis of converting shares of Subsidiary's outstanding stock into shares of Parent's stock shall be as follows:

1. Each share of Subsidiary's common stock issued and outstanding on the Effective Date, and all rights in respect thereof, shall be canceled by virtue of the Merger and without any action on the part of the holders thereof. Each share of Parent's common stock issued and outstanding on the Effective Date, and all rights in respect thereof, shall remain issued and outstanding without change by virtue of the Merger.
2. It is acknowledged by the Constituent Corporations that the only shares of Subsidiary stock that are issued and outstanding on the Effective Date shall be shares of Subsidiary's common stock.
3. As soon as practicable after the Effective Date, the sole shareholder of Subsidiary shall surrender all certificates evidencing its shares of common stock to Parent for cancellation.

ARTICLE IV

Assignment

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the title to any property or rights of Subsidiary, or to otherwise carry out the provisions hereof, the proper officers and directors of Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds,

assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Parent.

ARTICLE V

Expenses

Parent shall pay all expenses of accomplishing the Merger.

ARTICLE VI

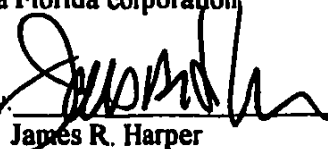
Termination

At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the boards of directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations, if any, and neither of the Constituent Corporations, nor their directors, officers, employees, agents or shareholders, shall have any liability by reason of this Plan or the termination hereof.

IN WITNESS WHEREOF, Parent has caused a duly authorized officer to execute and deliver this Plan the day, month and year specified above.

ACORDIA SOUTHEAST, INC.
a Florida corporation

By



James R. Harper

509307

TRENAM, REMKEN, SCHARF, BARKIN, RYE, O'NEILL & MULLIS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

TAMPA OFFICE
2700 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
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TAMPA, FLORIDA 33601-1102
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TELEFAX (813) 821-0407

December 26, 1996

FEDERAL EXPRESS

Florida Division of Corporations
Amendment and Merger Section
409 E. Gaines Street
Tallahassee, FL 32301

900002040109--8
-12/27/96--01131--003
*****70.00 *****70.00

Re: Articles of Merger of Acordia of South Florida, Inc. into Acordia Southeast, Inc.
Our File No. 96-1391

Dear Sir or Madam:

I am enclosing on behalf of my client Articles of Merger, which will merge Acordia of South Florida, Inc. into Acordia Southeast, Inc., with Acordia Southeast, Inc. being the surviving corporation. As noted in the Articles, the effective date and time of filing should be the close of business on December 31, 1996.

I also am enclosing our firm check in the amount of \$70 to cover the filing fee.

Please file the Articles and send your standard notice of filing to the undersigned at your earliest convenience. If any problems arise in connection with the filing, please contact the undersigned at the Tampa office noted above. Thank you for your courteous cooperation.

Sincerely,


Don B. Weinbren

DBW/lab
Enclosure

Rec'd
1/4/27

SH/K

FILED
96 DEC 27 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS

PROFESSIONAL ASSOCIATION
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January 13, 1997

FEDERAL EXPRESS

Steven Harris, Corporate Specialist
Florida Division of Corporations
Amendment and Merger Section
409 E. Gaines Street
Tallahassee, FL 32301

Re: Articles of Merger of Acordia of South Florida, Inc. into Acordia Southeast, Inc.
--Additional Information, Letter No. 297A00001109
Our File No. 96-1391

Dear Mr. Harris:

Thank you for your letter, No. 297A00001109, dated January 9, 1997, in which you requested that the plan of merger be attached to the Articles of Merger with respect to the above-referenced merger. The plan of merger inadvertently was not attached when we sent the original documents.

I am now enclosing the original Articles of Merger with the Agreement and Plan of Merger attached at Exhibit A. I also am enclosing a copy of your letter.

Please file the Articles and send your standard notice of filing to the undersigned at your earliest convenience. We appreciate your courteous cooperation.

Sincerely,


Don B. Weinbren

DBW/lab
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

Don B. Weinbren
Trenam, Kemker et al
P.O. Box 1102
Tampa, FL 33601-1102

SUBJECT: ACORDIA SOUTHEAST, INC.
Ref. Number: S09307

We have received your document for ACORDIA SOUTHEAST, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 297A00001109

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

ACORDIA OF SOUTH FLORIDA, INC., a Florida corporation, H89796

INTO

ACORDIA SOUTHEAST, INC., a Florida corporation, S09307.

File date: December 27, 1996 , effective December 31, 1996

Corporate Specialist: Steven Harris

**ARTICLES OF MERGER
OF
ACORDIA OF SOUTH FLORIDA, INC.
into
ACORDIA SOUTHEAST, INC.**

EFFECTIVE DATE

12-31-96

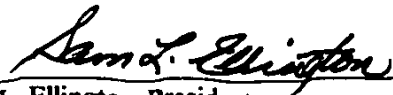
FILED
96 DEC 27 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), **ACORDIA OF SOUTH FLORIDA, INC.**, a Florida corporation ("ASF") and **ACORDIA SOUTHEAST, INC.**, a Florida corporation ("ASE"), hereby execute and file Articles of Merger, stating the following:

1. An Agreement and Plan of Merger between ASF and ASE, dated December 18, 1996 (the "Plan of Merger"), was approved and adopted by unanimous written consent of:
 - a. The shareholder and directors of ASF on the 18th day of December, 1996, and
 - b. The directors of ASE on the 18th day of December, 1996.
2. Pursuant to §607.1103(7) of the Act, approval of the Plan of Merger by the shareholders of ASE is not required.
3. The Plan of Merger is attached as Exhibit A and incorporated herein by reference.
4. Pursuant to §607.1105(1)(b) of the Act, the effective time and date of the Merger will be the close of business on December 31, 1996.

IN WITNESS WHEREOF, ASF and ASE each have caused these Articles of Merger to be executed by a duly authorized officer this 23 day of December, 1996.

ACORDIA OF SOUTH FLORIDA, INC.,
a Florida corporation

By: 
Sam L. Ellington, President

ACORDIA SOUTHEAST, INC.,
a Florida corporation

By: 
James R. Harper, President

**AGREEMENT AND PLAN OF MERGER
OF
ACORDIA OF SOUTH FLORIDA, INC.
INTO
ACORDIA SOUTHEAST, INC.**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made and entered into this 18th day of December, 1996, by and between **ACORDIA OF SOUTH FLORIDA, INC.**, a Florida corporation ("ASF" or the "Nonsurviving Corporation") and **ACORDIA SOUTHEAST, INC.**, a Florida corporation ("ASE" or the "Surviving Corporation"). From time to time in this Plan, ASF and ASE may be referred to collectively as the "Constituent Corporations".

WITNESSETH:

WHEREAS, ASF desires to merge into ASE in accordance with §607.1101 et. seq. of the Florida Business Corporation Act (the "Act"), with ASE being the surviving corporation (such transaction being referred to in this Plan as the "Merger") upon the terms and subject to the conditions set forth in this Plan; and

WHEREAS, ASE believes that it would be in its best interests to effectuate the Merger upon the terms and subject to the conditions set forth in this Plan.

NOW THEREFORE, the terms and conditions of the Plan are as follows:

ARTICLE I

The Merger

1. The term "**Effective Date**" shall mean the close of business on December 31, 1996.
2. On the Effective Date, ASF shall be merged with and into ASE. The separate existence of ASF shall cease on the Effective Date, and the existence of ASE shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.
3. Until altered, amended, changed or repealed, the Articles of Incorporation and the Bylaws of ASE, as in effect on the Effective Date, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation in the Merger.
4. The officers and directors of ASE on the Effective Date shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their

respective successors shall have been elected and qualified, unless they earlier die, resign, or are removed.

ARTICLE II

Effects of the Merger

On the Effective Date, ASE shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of ASF, and shall be responsible and liable for all liabilities and obligations of ASF, all as more particularly set forth in §607.1106 of the Act.

ARTICLE III

Terms of the Transaction; Conversion of Shares

The manner and basis of converting shares of ASF's outstanding stock into shares of ASE's stock shall be as follows:

1. Each share of ASF's common stock issued and outstanding on the Effective Date, and all rights in respect thereof, shall be canceled by virtue of the Merger and without any action on the part of the holders thereof. Each share of ASE's common stock issued and outstanding on the Effective Date, and all rights in respect thereof, shall remain issued and outstanding without change by virtue of the Merger.

2. It is acknowledged by the Constituent Corporations that the only shares of ASF stock that are issued and outstanding on the Effective Date shall be shares of ASF's common stock.

3. As soon as practicable after the Effective Date, the sole shareholder of ASF shall surrender all certificates evidencing its shares of common stock to ASE for cancellation.

ARTICLE IV

Assignment

If at any time ASE shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in ASE the title to any property or rights of ASF, or to otherwise carry out the provisions hereof, the proper officers and directors of ASF as of the Effective Date shall execute and deliver any and all proper deeds, assignments and

assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in ASE.

ARTICLE V

Expenses

ASE shall pay all expenses of accomplishing the Merger.

ARTICLE VI

Termination

At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the boards of directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations, if any, and neither of the Constituent Corporations, nor their directors, officers, employees, agents or shareholders, shall have any liability by reason of this Plan or the termination hereof.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused a duly authorized officer to execute and deliver this Plan this 23 day of December, 1996.

ACORDIA OF SOUTH FLORIDA, INC.,
a Florida corporation

By: Sam L. Ellington
Sam L. Ellington, President

ACORDIA SOUTHEAST, INC.
a Florida corporation

By: James R. Harper
James R. Harper, President