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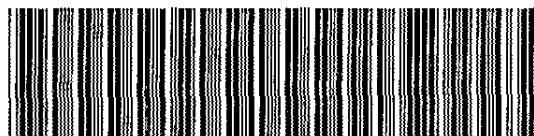
(Business Entity Name)

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TALAMON, CLAYTON

C. Coullotte DEC 02 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

John E. Clark

Signature

Requested by:

SW 12/2

Name

Date

Time

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- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
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- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

**ARTICLES OF MERGER
OF
CLACK ENTERPRISES, INC. ,
A FLORIDA CORPORATION,
INTO
JOHN E. CLACK & ASSOCIATES, INC.,
A FLORIDA CORPORATION**

FILED
03 DEC -2 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, Clack Enterprises, Inc., a Florida corporation, and John E. Clack & Associates, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Clack Enterprises, Inc., a Florida corporation, into John E. Clack & Associates, Inc., a Florida corporation:

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of Clack Enterprises, Inc., a Florida corporation, into John E. Clack & Associates, Inc., a Florida corporation, is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. (a) There are 100 shares of common stock, each of \$1.00 par value of Clack Enterprises, Inc., a Florida corporation, issued and outstanding that were entitled to vote on the Plan of Merger. One hundred shares were voted in favor of the Plan of Merger at a meeting of the Shareholders of Clack Enterprises, Inc., a Florida corporation, held on October 31, 2003.

(b) There are 100 shares of common stock, each of \$1.00 par value of John E. Clack & Associates, Inc., a Florida corporation, issued and outstanding that were entitled to vote on the Plan of Merger. One hundred shares were voted in favor of the Plan of Merger at a meeting of the Shareholders of John E. Clack & Associates, Inc., a Florida corporation, held on October 31, 2003.

(c) The secretary of Clack Enterprises, Inc., a Florida corporation, John E. Clack and the secretary of John E. Clack & Associates, Inc., a Florida corporation, Elaine G. Clack, have been authorized by the Directors and Shareholders of each corporation to sign these Articles of Merger on behalf of each corporation.


EFFECTIVE DATE

3. The Plan of Merger shall be effective on the later of 1) the filing of these Articles with the Department of State or 2) October 31, 2003.

In witness whereof, each of the undersigned corporations has caused these Articles to be signed as of the 17 day of November, 2003.


**Clack Enterprises, Inc.,
a Florida corporation**

(Seal)


By its Secretary: John E. Clack

**John E. Clack & Associates, Inc.,
a Florida corporation**

(Seal)


By its Secretary: Elaine G. Clack

**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION**

Agreement of Merger and Plan of Reorganization dated October 31, 2003 by and between CLACK ENTERPRISES, INC., a Florida corporation, ("CLACK ENTERPRISES") and JOHN E. CLACK & ASSOCIATES, INC., a Florida corporation ("CLACK & ASSOCIATES").

WHEREAS, The Shareholders of CLACK ENTERPRISES and the Shareholders of CLACK & ASSOCIATES, have resolved that CLACK ENTERPRISES be merged into a single corporation existing under the laws of the State of Florida, pursuant to the Corporate Law of the State of Florida, to wit, CLACK & ASSOCIATES, which shall be the surviving corporation (such operations in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code;

WHEREAS, The authorized shares of CLACK ENTERPRISES consists of 100 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Clack Enterprises Stock"), of which 100 shares are issued and outstanding;

WHEREAS, The authorized capital stock of CLACK & ASSOCIATES consists of 100 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Clack & Associates Stock"), 100 shares of which are issued and outstanding; and

WHEREAS, The respective Shareholders and Board of Directors of CLACK ENTERPRISES and CLACK & ASSOCIATES have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Corporate Law of the State of Florida that CLACK ENTERPRISES shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, CLACK & ASSOCIATES, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger.

1.1 CLACK ENTERPRISES Shareholders' Meeting. CLACK ENTERPRISES shall call a meeting of its shareholders to be held in accordance with the Corporate Law of the State of Florida at the earliest practicable date, upon due notice thereof to its shareholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 CLACK & ASSOCIATES Shareholders' Meeting. CLACK & ASSOCIATES shall call a meeting of its shareholders to be held in accordance with the Corporate Law of the State of Florida at the earliest practicable date, upon due notice thereof to its shareholders to consider and vote upon, among other matters, adoption of this Agreement.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the shareholders of CLACK ENTERPRISES in accordance with the Corporate Law of the State of Florida, (b) this Agreement is adopted by the shareholders of CLACK & ASSOCIATES in accordance with the Corporate Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Corporate Law of the State of Florida. The Merger shall become effective at 9:00 a.m. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of CLACK ENTERPRISES shall cease, and CLACK ENTERPRISES, shall be merged into CLACK & ASSOCIATES, which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of CLACK ENTERPRISES; and all and singular, the rights, privileges, powers, and franchises of CLACK ENTERPRISES, and all property, real, personal, and mixed, and all debts due to CLACK ENTERPRISES, on whatever account, as well for stock subscriptions and all other things in action or belonging to CLACK ENTERPRISES, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of CLACK ENTERPRISES, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in CLACK ENTERPRISES, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of CLACK ENTERPRISES, shall be preserved unimpaired, and all debts, liabilities, and duties of CLACK ENTERPRISES, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting shareholders of CLACK ENTERPRISES, or the corresponding officers of the Surviving Corporation, may, in the name of CLACK ENTERPRISES, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all CLACK ENTERPRISES' property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purpose of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be JOHN E. CLACK & ASSOCIATES, INC., a Florida corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of CLACK & ASSOCIATES, as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of CLACK & ASSOCIATES, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities. The manner and basis of converting the stock of CLACK ENTERPRISES and the nature and amount of securities of CLACK & ASSOCIATES, which the holders of stock of CLACK ENTERPRISES are to receive in exchange for the cancellation of their shares as follows:

3.1 CLACK & ASSOCIATES Common Stock. Each one share of CLACK ENTERPRISES Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled at the Effective Date and one share of CLACK & ASSOCIATES Common Stock shall be issued in its place so that each shareholder is paid one share of CLACK & ASSOCIATES Common Stock for each one share of issued and outstanding CLACK ENTERPRISES Common Stock then owned. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 CLACK ENTERPRISES Common Stock. All issued and outstanding shares of CLACK ENTERPRISES Common Stock held by shareholders of CLACK ENTERPRISES, immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous.


4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Agreement of Merger by the shareholders of CLACK ENTERPRISES, if the shareholders of CLACK ENTERPRISES, or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.


4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by CLACK ENTERPRISES, INC., a Florida corporation, and JOHN E. CLACK & ASSOCIATES, INC., a Florida corporation, all on the date of the date first above written.

ATTEST:

CLACK ENTERPRISES, INC.,
a Florida corporation

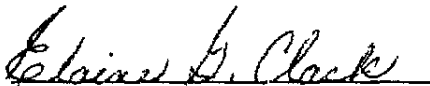

John E. Clack, Secretary

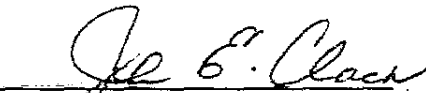

By: Jeff P. Clack
Its: President

(SEAL)

ATTEST:

JOHN E. CLACK & ASSOCIATES, INC.,
a Florida corporation,


Elaine G. Clack, Secretary


By: John E. Clack
Its: President

(SEAL)

**UNANIMOUS CONSENT OF THE BOARD OF
DIRECTORS AND OF SHAREHOLDERS
OF
JOHN E. CLACK & ASSOCIATES, INC.,
a Florida corporation**

Unanimous Consent of Board of Directors

The undersigned being all of the Directors of JOHN E. CLACK & ASSOCIATES, INC., a Florida corporation (the "Corporation") hereby consent to the adoption of the following resolutions as though such had been duly adopted at a meeting of the Board of Directors held on October 31, 2003:

RESOLVED, That the Board of Directors of the Corporation hereby determines that the merger of this Corporation with Clack Enterprises, Inc., a Florida corporation, upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board, a copy of which is attached hereto, is in the best interests of this Corporation and is recommended as acceptable to the Corporation's stockholders;

FURTHER RESOLVED, That the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered in to between this Corporation and Clack Enterprises, Inc., a Florida corporation, presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, That the Chairman of the Board, the President, or any Vice President and the Secretary or an Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, That upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Corporation and by the members of Clack Enterprises, Inc., a Florida corporation, that the proper officers of this Corporation be and hereby are authorized and directed file a Certificate of Merger in the State of Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

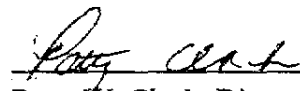
FURTHER RESOLVED, That the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, That this Unanimous Consent be filed in this Corporation's minute books.


John E. Clack, Director


Jeff P. Clack, Director


Elaine G. Clack, Director

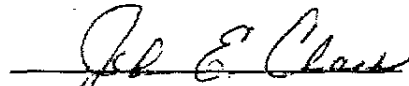

Patty W. Clack, Director

UNANIMOUS CONSENT OF THE SHAREHOLDERS OF
JOHN E. CLACK & ASSOCIATES, INC.,
a Florida corporation

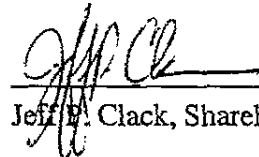
The undersigned, being the shareholders of JOHN E. CLACK & ASSOCIATES, INC., a Florida corporation, hereby consent to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of shareholders held on October 31, 2003.

RESOLVED, That the Corporation merger with Clack Enterprises, Inc., a Florida corporation, pursuant to the Agreement of Merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes;

FURTHER RESOLVED, That the Agreement of Merger and Plan of Merger and Reorganization is approved and adopted.



John E. Clack, Shareholder



Jeff E. Clack, Shareholder

**MINUTES OF THE SPECIAL JOINT MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
CLACK ENTERPRISES, INC.
a Florida corporation**

A Special Joint Meeting of the directors and shareholders of Clack Enterprises, Inc., a Florida corporation, was held on the 31 day of October, 2003, at the office of the corporation, pursuant to Notice duly given in accordance with the Bylaws or a waiver thereof.

All of the directors and shareholders were present.

The directors presented to the meeting an Agreement of Merger and Plan of Merger and Reorganization by and between the Corporation and John E. Clack & Associates, Inc., a Florida corporation, a copy of which is attached to these minutes. After full discussion regarding the Agreement of Merger and Plan of Merger and Reorganization, upon Motion, duly seconded, the following resolutions were unanimously adopted:

RESOLVED, That the directors of the Corporation hereby determine that the merger of this Corporation with John E. Clack & Associates, Inc., a Florida corporation, upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to the shareholders, is in the best interests of this Corporation and is acceptable to the shareholders;

FURTHER RESOLVED, That the form and contents of the draft of the Agreement of merger and Plan of Merger and Reorganization, to be entered into between this Corporation and John E. Clack & Associates, Inc., a Florida corporation, presented to this meeting is hereby approved; and

FURTHER RESOLVED, That the directors of this Corporation are authorized and directed in the name and on behalf of this Corporation and under its corporate seal to execute and deliver an Agreement of Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said shareholders may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, That the proper directors of this Corporation be and hereby is authorized and directed to file a Certificate of Merger in the State of Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, That the proper directors of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions.

A handwritten signature in cursive script, appearing to read "John E. Clack", written over a horizontal line.

JOHN E. CLACK,
Shareholder/Director

A handwritten signature in cursive script, appearing to read "Jeff P. Clack", written over a horizontal line.

JEFF P. CLACK,
Shareholder/Director

RATIFICATION

We, the undersigned directors of the corporation, have read these minutes and do hereby, approve, ratify and confirm all business transactions as recorded therein and, further, by our signatures below waive any requirement of notice of the special meeting of directors.



John E. Clack, Director



Jeff E. Clack, Director

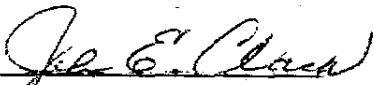
**WAIVER OF NOTICE OF THE
SPECIAL MEETING OF DIRECTORS
OF CLACK ENTERPRISES, INC.,
a Florida corporation**

We, the undersigned directors, hereby state and consent that the special meeting of the directors of the corporation to be held on the date and at the time and place stated below for the purpose of consideration of a merger of the Corporation with John E. Clack & Associates, Inc., a Florida corporation, and the transaction thereat of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof


Date of Meeting: October 31, 2003

Time of Meeting: 12:00 p.m.

Place of Meeting: 340 Valparaiso Boulevard, Valparaiso, FL 32580



John E. Clack, Director



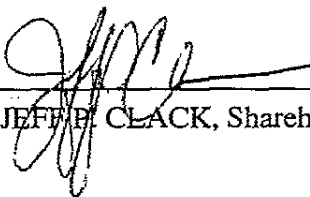
Jeff P. Clack, Director

RATIFICATION

We, the undersigned shareholders of Clack Enterprises, Inc. have read these minutes and do hereby, approve, ratify and confirm all business transactions as recorded therein and, further, by our signatures below waive any requirement of notice of the special meeting of the members.



JOHN E. CLACK, Shareholder



JEFFERY CLACK, Shareholder

**WAIVER OF NOTICE OF THE
SPECIAL MEETING OF THE SHAREHOLDERS
OF CLACK ENTERPRISES, INC.,
a Florida corporation**

We, the undersigned shareholders, hereby state and consent that the special meeting of members of the corporation be held on the date and at the time and place stated below for the purpose of consideration of a merger of the Corporation with John E. Clack & Associates, Inc., a Florida corporation, and the transaction thereafter of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof

Date of Meeting: October 31, 2003

Time of Meeting: 12:00 p.m.

Place of Meeting: 340 Valparaiso Boulevard, Valparaiso, FL 32580



JOHNE. CLACK, Shareholder



JEFF P. CLACK, Shareholder