

V51432

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(Address)

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(City/State/Zip/Phone #)

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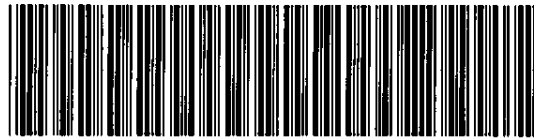
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*merger*

RECEIVED  
06 DEC 26 AM 10:48  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2006 DEC 26 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AsR*  
*12/26/06*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 685103 7159924

AUTHORIZATION :

COST LIMIT

*L. J. DeLeon*  
\$ 18.75

ORDER DATE : December 26, 2006

ORDER TIME : 9:12 AM

ORDER NO. : 685103-005

CUSTOMER NO: 7159924

ARTICLES OF MERGER

APC FINANCIAL HOLDINGS, INC.

INTO

AEQUICAP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Joyce Markley

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

2006 DEC 26 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the **surviving** corporation:

Name: **Aequicap, Inc.**  
Jurisdiction: **Florida**  
Document Number: **V51432**

**Second:** The name and jurisdiction of each **merging** corporation:

Name: **APC Financial Holdings, Inc.**  
Jurisdiction: **Florida**  
Document Number: **P05000057755**

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** Adoption of Merger by **surviving** corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation as of December 21, 2006.

**Sixth:** Adoption of Merger by **merging** corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation as of December 21, 2006.

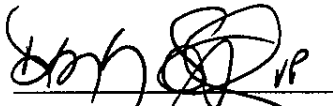
### **Seventh:** SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Name & Title

Aequicap, Inc.



Deborah S. Gardner, Vice-President

APC Financial Holdings, Inc.



Matthew T. Jones, Vice-President

## **PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

Name: **Aequicap, Inc.** (the "Surviving Corporation")

Jurisdiction: **Florida**

**Second:** The name and jurisdiction of the merging corporation:

Name: **APC Financial Holdings Corporation** ("Holdings")

Jurisdiction: **Florida**

**Third:** The terms and conditions of the merger are as follows:

Merger: Holdings shall be, and is, merged into the Surviving Corporation. The Surviving Corporation and Holdings have executed Articles of Merger which incorporate this Plan of Merger and all shall be filed with the Florida Secretary of State.

Effective Date of Merger: The effective date ("Effective Date") of the merger is the date of filing of the Articles of Merger with the Florida Secretary of State.

Surviving Corporation: The Surviving Corporation shall survive the merger contemplated herein and shall continue to be governed by the laws of the State of Florida. The separate existence of Holdings shall cease upon the Effective Date.

Ownership: Following the Effective Date, the shares of common stock of Holdings are owned by the Surviving Corporation as provided in that certain Agreement dated as of December 21, 2006 by and among the Surviving Corporation, Holdings, and the shareholders of Holdings and the Surviving Corporation.

Amended and Restated Articles of Incorporation: The Articles of Incorporation of the Surviving Corporation are the Articles of Incorporation of the Surviving Corporation from and after the Effective Date.

Directors: The directors of the Surviving Corporation as of the Effective Date shall be the directors of the Surviving Corporation on the date immediately preceding the Effective Date.

Rights and Liabilities of The Surviving Corporation: At and after the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of Holdings; all debts and accounts due to Holdings shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either the

Surviving Corporation or Holdings shall be as effectively the property of the Surviving Corporation as they were of the respective parties hereto prior to the Effective Date; the title to any real estate vested or owned by Holdings shall not revert or be in any way impaired by the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either the Surviving Corporation or Holdings shall be preserved unimpaired; and all debt, liabilities and duties of the Surviving Corporation and Holdings shall attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

Service of Process: The Surviving Corporation agrees that it may be served with process in connection with any proceeding for enforcement of any obligation of Holdings as well as for the enforcement of any obligation of the Surviving Corporation arising from the merger.

Plan of Reorganization: This Plan of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions set forth herein.

Expenses and Dissenting Shareholders: There are no dissenting shareholders. The Surviving Corporation shall pay all expenses of carrying out this Plan of Merger.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation:

Each outstanding share of common stock of Holdings shall be exchanged for one share of common stock of the Surviving Corporation. After the Effective Date, each shareholder of Holdings shall present to the Surviving Corporation, at 3000 West Cypress Creek Road, Ft. Lauderdale, Florida, all stock certificates representing shares of Holdings endorsed in blank. Upon presentation of such certificates, the Surviving Corporation shall issue to each Holdings shareholder a stock certificate of the Surviving Corporation representing his or her ownership of shares of stock in the Surviving Corporation. All Holdings certificates shall be cancelled by the Surviving Corporation. In the event a certificate representing shares of stock of Holdings has been lost, destroyed or cannot be located, the Surviving Corporation may require, prior to the issuance of a certificate for shares of the Surviving Corporation stock, the holder of such certificate to agree to indemnify the Surviving Corporation from and against all costs and damages related to such lost or destroyed certificate by written instrument in form and substance reasonably satisfactory to the Surviving Corporation's counsel.