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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Robert F. Schlager & Assoc. Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ROBERT F. SCHLAGER & ASSOC., INC., a Florida corporation, M77926

INTO

G+C SCHLAGER & ASSOCIATES INC., a Delaware entity, F00000000478

File date: March 8, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
ROBERT F. SCHLAGER & ASSOC., INC.
AND
G + C SCHLAGER & ASSOCIATES INC.

FILED
00 MAR - 8 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Robert F. Schlager & Assoc., Inc. with and into G + C Schlager & Associates Inc.

SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of Robert F. Schlager & Assoc., Inc. approved and adopted the Plan of Merger by unanimous written consent given by them on February 4, 2000.

THIRD: The shareholders of G + C Schlager & Associates, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by unanimous written consent given by them on January 25, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

FOURTH: The merger of Robert F. Schlager & Assoc., Inc. with and into G + C Schlager & Associates Inc. is permitted by the laws of the jurisdiction of organization of G + C Schlager & Associates Inc. and has been authorized in compliance with said laws.

Executed on this 4th day of February, 2000.

ROBERT F. SCHLAGER & ASSOC., INC.

By: _____
name:
title:

G + C SCHLAGER & ASSOCIATES INC.

By: Kathryn Travis
name: KATHRYN TRAVIS
title: VICE PRES, SECY

FOURTH: The merger of Robert F. Schlager & Assoc., Inc. with and into G + C Schlager & Associates Inc. is permitted by the laws of the jurisdiction of organization of G + C Schlager & Associates Inc. and has been authorized in compliance with said laws.

Executed on this 4th day of February, 2000.

ROBERT F. SCHLAGER & ASSOC., INC.

By: 

name: Robert F Schlager

title: President

G + C SCILAGER & ASSOCIATES INC.

By: _____

name:

title:

PLAN OF MERGER, adopted on February 4, 2000 by resolution of the Board of Directors of Robert F. Schlager & Assoc., Inc., a business corporation organized under the laws of the State of Florida on April 20, 1988, and adopted on January 25, 2000, by resolution of the Board of Directors of G + C Schlager & Associates Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Robert F. Schlager & Assoc., Inc., a business corporation organized under the laws of the State of Florida, and G + C Schlager & Associates Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Robert F. Schlager & Assoc., Inc. plans to merge is G + C Schlager & Associates Inc.

1. Robert F. Schlager & Assoc., Inc. and G + C Schlager & Associates Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Delaware be merged with and into a single corporation, to wit, G + C Schlager & Associates Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Robert F. Schlager & Assoc, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the jurisdiction of organization of the surviving corporation.
3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.
6. The Plan of Merger herein made and approved shall be submitted to the

shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Robert F. Schlager & Assoc, Inc.

By: _____
name:
title:

G + C Schlager & Associates Inc.

By: Kathryn Travis
name: KATHRYN TRAVIS
title: VICE PRESIDENT
SBC

shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Robert F. Schlager & Assoc, Inc.

By: 

name: Robert F Schlager

title: President

G + C Schlager & Associates Inc.

By: _____

name:

title: