

AX NO. **L34626**

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EFFECTIVE DATE
07-31-99

MERGER OR SHARE EXCHANGE

TRIAD ADVISORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TRIAD ADVISORS HOLDINGS, INC., a Florida corporation, P98000024605

INTO

TRIAD ADVISORS, INC., a Florida corporation, L34626.

File date: July 30, 1999 , effective July 31, 1999

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER OF

EFFECTIVE DATE
7-31-99

TRIAD ADVISORS HOLDINGS, INC.
(a corporation of the State of Florida)

with and into

TRIAD ADVISORS, INC.
(a corporation of the State of Florida)

Pursuant to Sections 607.1104 and 607.1005 of the Florida Business Corporation Act, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the merging corporations are TRIAD ADVISORS HOLDINGS, INC., a corporation organized under the laws of the State of Florida (hereinafter the "Parent Corporation"), the existence of which will cease, and TRIAD ADVISORS, INC., a corporation organized under the laws of the State of Florida (hereinafter the "Subsidiary Corporation"), which shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging the Parent Corporation with and into the Subsidiary Corporation, as adopted by the Unanimous Written Consent of the Board of Directors and Shareholders of the Parent Corporation on the 30th day of July, 1999.

3. The merger of the Parent Corporation with and into the Subsidiary Corporation shall become effective as of the 31st day of July, 1999.

Executed as of the 30th day of July, 1999.

TRIAD ADVISORS HOLDINGS, INC.,
a Florida corporation, as the
Parent Corporation

TRIAD ADVISORS, INC.,
a Florida corporation, as the
Subsidiary Corporation

By: Mark Mettelman
Name: MARK Mettelman
Title: PRESIDENT

By: Mark Mettelman
Name: MARK Mettelman
Title: PRESIDENT

99 JUL 30 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Prepared By:
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EXHIBIT "A"

PLAN OF MERGER

MERGING
TRIAD ADVISORS HOLDINGS, INC.
(a corporation of the State of Florida)
INTO
TRIAD ADVISORS, INC.
(a corporation of the State of Florida)

This Plan of Merger, dated as of the 30th day of July, 1999, which sets forth the terms of a merger of TRIAD ADVISORS HOLDINGS, INC. (Florida), the "Parent Corporation", with and into TRIAD ADVISORS, INC. (Florida), the "Subsidiary Corporation", as follows:

STIPULATIONS

A. Triad Advisors, Inc., the Subsidiary Corporation, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3500 Parkway Lane, Suite 220, Norcross, Georgia.

B. The Subsidiary Corporation has a capitalization of One Hundred Thousand (100,000) authorized shares of common stock, with a par value of One Dollar (\$1.00), of which One Hundred Thousand (100,000) shares are issued and outstanding.

C. Triad Advisors Holdings, Inc., the Parent Corporation, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3500 Parkway Lane, Suite 220, Norcross, Georgia.

D. The Parent Corporation has a capitalization of One Thousand (1,000) authorized shares of common stock, with a par value of One Dollar (\$1.00), of which One Thousand (1,000) shares are issued and outstanding.

E. The board of directors of the Parent Corporation deems it desirable and in the best business interests of the corporations and their shareholders that the Parent Corporation be merged with and into the Subsidiary Corporation, pursuant to Section 607.1104 of the Florida Business Corporation Act and that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

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In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

Section One. Merger. The Parent Corporation shall merge with and into the Subsidiary Corporation.

Section Two. Terms and Conditions. Effective as of July 31, 1999, the effective date of the merger, the separate existence of the Parent Corporation shall cease, and the Subsidiary Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Parent Corporation, without the necessity for any separate transfer. The Subsidiary Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Parent Corporation, and the merger shall impair neither the rights of creditors nor any liens on the property of the Parent Corporation.

Section Three. Conversion of Shares. The manner and basis of converting the issued and outstanding shares of the Parent Corporation into shares of the Subsidiary Corporation is as follows:

(a) Each share of the common stock of the Parent Corporation issued and outstanding on the effective date of the merger shall be converted into eighty-three (83) share(s) of the common stock, with a par value of \$1.00, of the Subsidiary Corporation.

(b) After the effective date of the merger, the certificates for shares of common stock of the Parent Corporation and the Subsidiary Corporation shall be surrendered to the Secretary or other duly authorized agent of the Subsidiary Corporation, in such manner as the Subsidiary Corporation shall reasonably request. On receipt of such share certificates, the Subsidiary Corporation shall issue and exchange therefor new certificates for its shares in such form as may be adopted by the Subsidiary Corporation in the amount set forth in Section Three (a) above.

Section Four. Issuance of Shares to Parent Corporation. The Parent Corporation owns at least eighty percent (80%) of the outstanding shares of the Subsidiary Corporation. The shares of the Subsidiary Corporation shall be issued to the holders of the shares of the Parent Corporation, pro rata, upon surrender of any certificates therefor.

Section Five. Rights of Dissenting Shareholders. Any Shareholder of the Subsidiary Corporation who dissents from this merger pursuant to Section 607.1320 of

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the Florida Business Corporation Act (the "Act"), may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Section Six. *Changes in Bylaws.* The bylaws of the Subsidiary Corporation shall continue, without modification, to be its bylaws following the effective date of the merger.

Section Seven. *Directors and Officers.* The Directors and Officers of the Subsidiary Corporation as of the effective date of the merger shall continue to be the Directors and Officers of the Subsidiary Corporation.

Section Eight. *Prohibited Transactions.* None of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Parent Corporation and Subsidiary Corporation may take all actions necessary or appropriate under the laws of the State of Florida or any other applicable jurisdiction to consummate this merger.

Section Nine. *Approval by Shareholders.* This Plan of Merger shall be submitted for the approval by written action without a meeting of the Shareholders of the Parent Corporation in the manner provided by the Act.

Section Ten. *Effective Date of Merger.* The effective date of this merger shall be July 31, 1999.

Section Eleven. *Abandonment of Merger.* This Plan of Merger may be terminated and the proposed merger abandoned by action of the Board of Directors of the Subsidiary Corporation or the Parent Corporation at any time prior to the effective date if the merger is not approved by the shareholders of the Parent Corporation as required in Section Nine, above.

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