

J09309

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Division of Corporations
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MERGER OR SHARE EXCHANGE

POWELL DESIGN GROUP, INC.

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December 29, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

POWELL DESIGN GROUP, INC.
303 EAST PAR STREET
ORLANDO, FL 32804US

SUBJECT: POWELL DESIGN GROUP, INC.
REF: J09309

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 621.13(3), Florida Statutes, states that a professional corporation or limited liability company shall exchange shares or merge only with other domestic professional corporations or limited liability companies organized under this act to render the same specific professional service, and a merger or consolidation with any foreign corporation or limited liability company is prohibited.

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**ARTICLES OF MERGER OF
DESIGNWORKS ARCHITECTS, INC.
WITH AND INTO
POWELL DESIGN GROUP, INC.**

The following articles of merger are being submitted in accordance with Section 607.1105, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DesignWorks Architects, Inc. 1922 Felch Avenue Jacksonville, Fl 32207 FEI Number: 593034848	Florida	S10653

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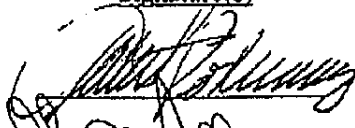

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Powell Design Group, Inc. 303 East Par Street Orlando, Florida 32804 FEI Number: 592687508	Florida	J09309

THIRD: The attached Plan of Merger meets the requirements of Section 607.1105, Florida Statutes, and was approved by the shareholders of each domestic corporation that is a party to the merger in connection with Chapter 607, Florida Statutes, on December 31, 2006.

FOURTH: The merger shall become effective on January 1, 2007.

FIFTH: Signature(s) for each party.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name and Title of Individual</u>
<u>DesignWorks Architects, Inc.</u>		Albert F. Rodriguez President
<u>Powell Design Group, Inc.</u>		George L. Powell President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1103, Florida Statutes, is being submitted in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
DesignWorks Architects, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Powell Design Group, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "POWELL DESIGN GROUP, INC." after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Incorporation and the Bylaws of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving party until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder. The persons who are the directors and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the surviving party without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving party and the laws of the State of Florida.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as

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follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the shareholders of the merging party or the shareholders of the surviving party, each share of the merging party issued and outstanding immediately prior to the effective date shall be cancelled and extinguished and be converted into and become a right to receive three hundred (300) shares of the surviving party. Each share of the surviving party issued and outstanding immediately prior to the effective date shall remain outstanding following consummation of the merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

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