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*Merger*

G. ConLette OCT 19 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 930673 4330594  
AUTHORIZATION :  
COST LIMIT : \$ 78.75

ORDER DATE : October 18, 2004  
ORDER TIME : 3:16 PM  
ORDER NO. : 930673-005  
CUSTOMER NO: 4330594  
CUSTOMER: Mr. Carlos Mas  
Adorno & Yoss, P.a.  
Suite 1600  
2601 South Bayshore Drive  
Miami, FL 33133

ARTICLES OF MERGER

\*\*\*FILE  
FIRST\*\*\*

GOLF ACQUISITION SUB, INC.  
INTO  
DATREK ACQUISITION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

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

**PLAN AND ARTICLES OF MERGER  
OF  
GOLF ACQUISITION SUB, INC.,  
a Florida Corporation**

**WITH AND INTO**

**DATREK ACQUISITION, INC.,  
a Florida Corporation**

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

**FIRST:** The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
Golf Acquisition Sub, Inc. 11 Commerce Road Rockland, Massachusetts 02370 Attention: Michael S. Hedge, President	Florida
Datrek Acquisition, Inc. 11 Commerce Road Rockland, Massachusetts Attention: Chief Executive Officer	Florida

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**SECOND:** That an Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 15, 2004, between the parties to the Merger has been approved and adopted, by the directors and the shareholders of each of the Constituent Corporations in accordance with the requirements of Florida law and that upon filing this document with the Secretary of State of the State of Florida, the Merger shall be effective (the "Effective Time").

**THIRD:** The surviving corporation of the Merger is Datrek Acquisition, Inc., a Florida corporation (the "Surviving Corporation").

**FOURTH:** The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, the Surviving Corporation shall continue its existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent

Corporations, on whatever account, all causes in action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time: (i) the Articles of Incorporation and Bylaws of Datrek Acquisition, Inc., as existing immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the sole officer and director of Datrek Acquisition, Inc. holding office immediately prior to the Effective Time shall be the initial officer and director of the Surviving Corporation until his successor(s) is duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law.

(b) Conversion of Securities

Each share of common stock of Datrek Acquisition, Inc. ("DAI Shares") issued and outstanding immediately prior to the Effective Time, shall be converted at the Effective Time into the right to receive one (1) share of restricted common stock, par value \$.001 per share, of Golf Acquisition, Inc. ("GOLF Shares"). The aggregate number of GOLF shares to be received by the DAI shareholders shall be Three Million Four Hundred Thousand Forty (3,440,000)

At the Effective Time, all DAI Shares shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each certificate previously representing any such DAI Shares shall thereafter represent the GOLF Shares, into which such DAI Shares have been converted. Certificates representing DAI Shares shall be exchanged for certificates representing whole GOLF Shares.

If, prior to the Effective Time, GOLF should split or combine any of its outstanding stock or securities, or pay a stock dividend or other stock distribution in, then the DAI exchange ratio shall be appropriately adjusted to reflect such split, combination, dividend, or other distribution.

Each share of common stock of Golf Acquisition Sub, Inc. issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without

any action on the part of the holder thereof, be converted into and exchangeable for one (1) share of common stock of the Surviving Corporation of the Merger.

**FIFTH:** Voting results for the Merger are as follows:

- (a) Datrek Acquisition, Inc. The Merger Agreement was submitted to and approved by the directors of Greenhold Group, Inc. by unanimous written consent, dated October 15, 2004.
- (b) Golf Acquisition Sub, Inc. The Merger Agreement was submitted to and approved by the shareholders and directors of Golf Acquisition Sub, Inc. by joint unanimous written consent, dated October 15, 2004.

**SIXTH:** The Merger Agreement is on file at the principal place of business of Datrek Acquisition, Inc. 11 Commerce Road, Rockland, Massachusetts 02370, and will be furnished on request without cost to any equity holder of either of the Constituent Corporations which are parties hereto.

*[Signatures Begin On Following Page]*

IN WITNESS WHEREOF, the undersigned have executed this Plan and Articles of Merger as of the 5 day of October, 2004

Datrek Acquisition, Inc.

By: Michael A. Hedge  
Michael S. Hedge  
President

State of Massachusetts )  
County of Plymouth )

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Michael S. Hedge, the President of Datrek Acquisition, Inc., a Florida corporation, who is personally known to me or who provided the following identification driver's license and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: October 15, 2004

My commission expires:

June 20, 2008

Norina Perry  
NORINA PERRY  
Notary Public State of Massachusetts

[Signatures Continue On Following Page]

GOLF ACQUISITION SUB, INC.

By: Michael S. Hedge  
Michael S. Hedge  
President

State of MA )  
County of Massachusetts )

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Michael S. Hedge, the President of Golf Acquisition Sub, Inc., a Florida corporation, who is personally known to me or who provided the following identification drivers license and who signed the foregoing Plan and Articles of Merger on behalf of such company.

Dated: October 5, 2004

My commission expires:

June 20, 2008

Norina Perry  
NORINA PERRY  
Notary Public State of Massachusetts