

P99000028235

Greenhold Group, Inc.

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01 MAR 16 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 14, 2001

Florida Department of State
ATTN: Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600003856386--6
-03/16/01--01092--004
*****35.00 *****35.00

Re: Merger: OnLine Services of Miami, Inc. into Greenhold Group, Inc.

To whom it may concern:

Enclosed are the Articles and Plan of Merger for the above-named entities, with each corporation's respective attachments. Also enclosed are two (2) \$35.00 checks for the merging and surviving corporations.

Please call the undersigned if you have any questions in this regard.

Very truly,

JOHN D. HARRIS
President

Enclosures: (as)

Merger
3-21-01
BHS

600003856386--6
-03/16/01--01092--005
*****35.00 *****35.00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ON LINE SERVICES OF MIAMI, INC., a Florida corporation, P99000057101

INTO

GREENHOLD GROUP, INC., a Florida entity, P99000028235.

File date: March 16, 2001

Corporate Specialist: Doug Spitler

FILED

ARTICLES OF MERGER

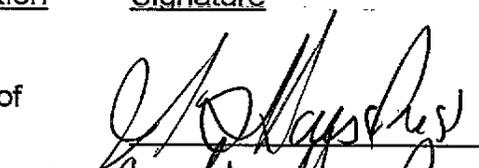
OnLine Services of Miami, Inc. - Greenhold Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes.

- FIRST:** Surviving corporation:
Greenhold Group, Inc., a Florida corporation.
- SECOND:** Merging corporation:
OnLine Services of Miami, Inc., a Florida corporation.
- THIRD:** The Plan of Merger between Greenhold Group, Inc. and OnLine Services of Miami, Inc. is attached.
- FOURTH:** This merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.
- FIFTH:** The Plan of Merger was adopted by the Shareholders of Greenhold Group, Inc. on December 20, 2000.
- SIXTH:** The Plan of Merger was adopted by the shareholders of OnLine Services of Miami, Inc. on November 29, 2000.
- SEVENTH: Signatures for each corporation:**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name/Title</u>
OnLine Services of Miami, Inc.		John D. Harris, President
Greenhold Group, Inc.		John D. Harris, President

PLAN OF MERGER
OnLine Services of Miami, Inc. - Greenhold Group, Inc.
(Nonsubsidiary)

The following Plan of Merger is submitted in compliance with Section 607.1101 and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>NAME</u>	<u>JURISDICTION</u>
GREENHOLD GROUP, INC.	State of Florida

Second: The name and jurisdiction of the merging corporation:

<u>NAME</u>	<u>JURISDICTION</u>
ONLINE SERVICES OF MIAMI, Inc.	State of Florida

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

To be acquired via the voluntary exchange of five hundred thousand (500,000) shares of Greenhold Group, Inc. Common Stock for the one hundred thousand (100,000) shares of stock belonging to the two (2) OnLine Services of Miami, Inc. Shareholders, at a rate of five (5) shares of Greenhold for each share of OnLine Services of Miami, Inc., as of December 21, 2000.

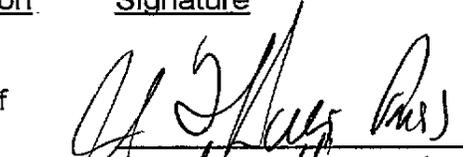
Fourth: The manner and basis of converting the shares of the merging corporation into shares, obligations, or other securities of the surviving corporation or any other corporation, or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation, or, in whole or in part, into cash or other property, are as follows:

The five hundred thousand (500,000) Greenhold shares are offered in exchange for the one hundred thousand (100,000) shares of OnLine Services of Miami, Inc. stock.

Total Greenhold Group, Inc. Common Stock shares as of November 20, 2000: Three million (3,000,000).

Amendments to the Articles of Incorporation of the surviving corporation, Greenhold Group, Inc. (in the form of an additional, updated 2000 Uniform Business Report), as well as the Minutes of the Greenhold Group, Inc. December 21, 2000 Special Meeting of Shareholders (approving merger) and the Minutes of the OnLine Services of Miami, Inc. November 29, 2000 Special Meeting of Shareholders (approving Share

Fifth: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name/Title</u>
OnLine Services of Miami, Inc.		John D. Harris, President
Greenhold Group, Inc.		John D. Harris, President