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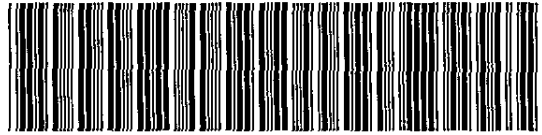
(Business Entity Name)

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04 OCT 18 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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04 OCT 18 PM 4:20  
LEARNER'S PERMITS DIVISION  
TALLAHASSEE, FLORIDA

*Merger*

G. Cecil Little OCT 19 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 930673 4330594

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : October 18, 2004

ORDER TIME : 3:33 PM

ORDER NO. : 930673-020

CUSTOMER NO: 4330594

CUSTOMER: Mr. Carlos Mas  
Adorno & Yoss, P.a.  
Suite 1600  
2601 South Bayshore Drive  
Miami, FL 33133

ARTICLES OF MERGER

~~\*\*\*~~ FILE  
THRO ~~\*\*\*~~

GOLF ACQUISITION, INC.

INTO

GREENHOLD GROUP, 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, INC.,  
*a Florida Corporation*

WITH AND INTO

GREENHOLD GROUP, INC.,  
*a Florida Corporation*

FILED  
04 OCT 18 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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, Inc. 11 Commerce Road Rockland, Massachusetts 02370 Attention: Michael S. Hedge, President	Florida
Greenhold Group, Inc. 2960 Corey Road Malabar, Florida 32950 Attn: John D. Harris, President	Florida

**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 Greenhold Group, 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 Greenhold Group, 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 officers and directors of Golf Acquisition, Inc. holding office immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, each to serve subject to the Surviving Corporation's Articles of Incorporation and Bylaws.

(b) Conversion of Securities

Each share of common stock, par value \$.001 per share, of Greenhold Group, Inc. issued and outstanding immediately prior to the Effective Time, shall remain issued and outstanding following the Merger.

Each share of common stock, par value \$.001 per share, of Golf Acquisition, Inc. issued and outstanding upon the Effective Time, shall be converted into and become thirty-five (35) fully paid and nonassessable shares of common stock of the Surviving Corporation.

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

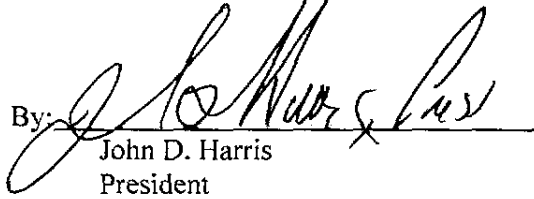
- (a) Greenhold Group, Inc. The Merger Agreement was submitted to and approved by the directors of Greenhold Group, Inc. by unanimous written consent, dated October 15, 2004.
- (b) Golf Acquisition, Inc. The Merger Agreement was submitted to and approved by the shareholders and directors of Golf Acquisition,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

**SIXTH:** The Merger Agreement is on file at the principal place of business of Greenhold Group, Inc. at 2960 Corey Road, Malabar, Florida 32950, 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 15<sup>th</sup> day of October, 2003.

**GREENHOLD GROUP, INC.**

By:   
John D. Harris  
President

State of Florida            )  
  )  
County of \_\_\_\_\_ )

Before me, the undersigned Notary Public in and for the said county and state, personally appeared John D. Harris, the President of Greenhold Group, Inc., a Florida corporation, who is personally known to me or who provided the following identification \_\_\_\_\_ and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: October \_\_\_\_, 2004

My commission expires:

\_\_\_\_\_  
\_\_\_\_\_  
Notary Public State of Florida

*[Signatures Continue On Following Page]*

GOLF ACQUISITION, 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, 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 15, 2004

My commission expires:

June 20, 2008

Norina Perry  
NORINA PERRY  
Notary Public State of Massachusetts