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Menger

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December 30, 2002

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: ARTICLES OF MERGER

This letter will indicate our intent to file the Articles of Merger (including the Plan of Merger) on behalf of PRO-VEST, INC. (surviving corporation) and LIGHTNING SERVE, INC. (merging corporation). In this regard, please find enclosed the following:

1. The original and one copy of the Articles of Merger (including the Plan of Merger).
2. A check made payable to the Department of State in the amount of \$78.75 according to the applicable fee schedule.
 - a. \$70.00 for filing fee (\$35.00 for each surviving and merger corporation)
 - b. \$8.75 for certified copy fee

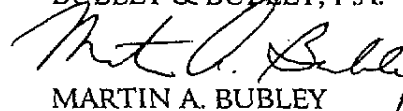
The address where filing acknowledgment, certified copies and related documents should be sent is:

Martin A. Bubley
Bubley & Bubley, P.A.
3820 Northdale Blvd.
Suite 312 B
Tampa, Florida 33624

Thank you in advance for your anticipated cooperation.

Very truly yours,

BUBLEY & BUBLEY, P.A.



MARTIN A. BUBLEY

MAB/ck
Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

LIGHTNING SERVE, INC., a Florida corporation (Document #P95000050336)

INTO

PRO-VEST, INC., a Florida entity, S45343

File date: December 31, 2002

Corporate Specialist: Doris McDuffie

ARTICLES OF MERGER
(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<u>PRO-VEST, INC.</u>	<u>FLORIDA</u>	<u>S45343</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<u>LIGHTNING SERVE, INC.</u>	<u>FLORIDA</u>	<u>P95000050336</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by **surviving** corporation - (Complete only one statement)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

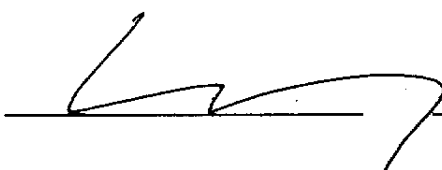
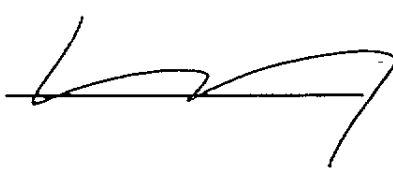
The Plan of Merger was adopted by the board of directors of the surviving corporation on NOVEMBER 1, 2002 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) - (Complete only one statement)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation on NOVEMBER 1, 2002 and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION:

<u>Name of Corporation:</u>	<u>Signature:</u>	<u>Typed or Printed Name of Individual & Title:</u>
<u>PRO-VEST, INC.</u>		<u>SCOTT STRADY President</u>
<u>LIGHTNING SERVE, INC.</u>		<u>SCOTT STRADY President</u>

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

PLAN OF MERGER is made on this 1st day of NOVEMBER, 2002, between PRO-VEST, INC., a corporation organized and existing under the laws of State of Florida, having its principal office at 5303 S. MacDill Avenue, Tampa, Hillsborough County, Florida, and LIGHTNING SERVE, INC., a corporation organized and existing under the laws of Florida, having its principal office and place of business at 5303 S. MacDill Avenue, Tampa, Hillsborough County, Florida.

1. SURVIVING CORPORATION.

a. PRO-VEST, INC., a Florida corporation, shall be the surviving corporation, and all references in this Plan of Merger to "surviving corporation" shall be to PRO-VEST, INC.

b. LIGHTNING SERVE, INC., a Florida corporation, shall be the merging corporation, and all references in this Plan of Merger to "merging corporation" shall be to LIGHTNING SERVE, INC.

2. MANAGEMENT.

a. The Articles of Incorporation of PRO-VEST, INC. shall continue to be the Articles of Incorporation of the surviving corporation following the effective date of the merger, until the same shall be altered or amended.

b. The Bylaws of PRO-VEST, INC. shall be and remain the Bylaws of the surviving corporation until altered, amended, or repealed.

c. The directors and officers of PRO-VEST, INC. in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of PRO-VEST, INC. for the term elected until their respective successors shall be elected or appointed and qualified.

3. RIGHTS AND PRIVILEGES.

On the effective date of the merger, PRO-VEST, INC. shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the merging corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choices in action and all and every other interest of or belonging to or due to the merging corporation shall be deemed to be transferred to and vested in PRO-VEST, INC. without further act or deed, and the title to any property or any interest therein, vested in the merging corporation shall not revert or be in any way impaired by reason of the merger.

4. CONVERSION OF SHARES.

The manner and basis of converting the shares of the merging corporation into shares, obligations or other securities of the surviving corporation, in whole or in part, into cash or other property, are as follows;

On the effective date of the merger, the sole shareholder of LIGHTNING SERVE, INC. shall exchange all of the issued and outstanding shares in LIGHTNING SERVE, INC. for twenty (20) shares of PRO-VEST, INC., and all of the outstanding shares of stock of the merging corporation, LIGHTNING SERVE, INC., shall be surrendered and canceled.

5. EXPENSES OF MERGER.

PRO-VEST, INC. shall pay all the expenses of accomplishing the merger.

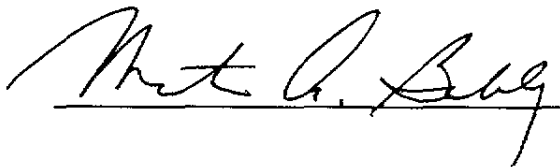
6. SUBSEQUENT ACTS.

If at any time PRO-VEST, INC. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in PRO-VEST, INC. the title to any property or rights of the merging corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the merging corporation as of the effective date of the merger shall execute

and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in PRO-VEST, INC. and to otherwise carry out the provisions hereof.

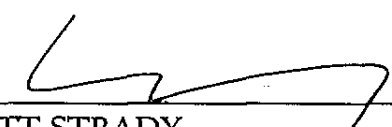
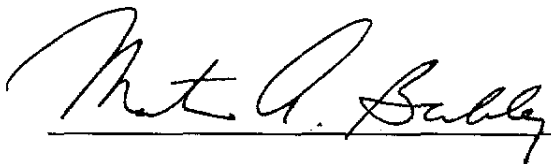
IN WITNESS WHEREOF, the Chairman of the Board of Directors of PRO-VEST, INC. and the Chairman of the Board of Directors of LIGHTNING SERVE, INC. have executed this Plan of Merger under their respective corporate seals on the day and year first above written.

WITNESSES:



PRO-VEST, INC.

By:


SCOTT STRADY
Chairman, Board of Directors

LIGHTNING SERVE, INC.

By:


SCOTT STRADY
Chairman, Board of Directors