

14 7762

LAW OFFICES

BLACKBURN & COMPANY, L.C.

5150 BELFORT ROAD, SOUTH
BUILDING 500
JACKSONVILLE, FLORIDA 32256-6030

DENNIS L. BLACKBURN

July 19, 2001

TELEPHONE: 904-296-7713
FACSIMILE: 904-296-7716
e-mail: dlb@blackburnco.org

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900004482589--0
-07/24/01--01010--004
*****70.00 *****70.00

Dear Sirs:

Please find enclosed for filing an original and one copy of the Articles of Merger of Moody Land Company, Inc. with and into M. D. Moody & Sons, Inc. Also enclosed is a check in the amount of \$1,350 for purposes of reinstating Moody Land Company by payment of its unpaid corporation annual fees. Please return a file stamped copy of the Articles in the enclosed pre-addressed envelop. Our check for \$70 is enclosed in payment of the filing fee for the Articles of Merger.

In the event you have any questions regarding this filing, please do not hesitate to contact me.

Very truly yours,



Dennis L. Blackburn

DLB:rd

Enclosures

c: Mr. Ken Miller (w/o enclosures)

FILED
01 AUG -7 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all
8/8
merger

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MOODY LAND COMPANY, INC., A FL CORP., #P94000089655

INTO

M.D. MOODY & SONS, INC., a Florida entity, 147762.

File date: August 7, 2001

Corporate Specialist: Anna Chesnut

LAW OFFICES
BLACKBURN & COMPANY, L.C.
5150 BELFORT ROAD, SOUTH
BUILDING 500
JACKSONVILLE, FLORIDA 32256-6030

DENNIS L. BLACKBURN

August 2, 2001

TELEPHONE: 904-296-7713
FACSIMILE: 904-296-7716
e-mail: dlb@blackburnco.org

PERSONAL AND CONFIDENTIAL

Ms. Anna Chestnut
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Moody Land Company, Inc.

Dear Ms. Chestnut:

Enclosed is the signed Corporation Reinstatement form for Moody Land Company, Inc. along with a copy of the Plan of Merger. If you have any questions, please call me.

Very truly yours,



Dennis L. Blackburn

DLB:rd

Enclosures

**ARTICLES OF MERGER
OF
M. D. MOODY & SONS, INC.**

FILED

01 AUG -7 AM 9:41

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is M. D. Moody & Sons, Inc., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The name of the merging corporation is Moody Land Company, Inc., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV – EFFECTIVE DATE

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

**ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION**

The Plan of Merger was adopted by the shareholders of the surviving corporation on JULY 6, 2001.

**ARTICLE VI – ADOPTION OF MERGER BY
MERGING CORPORATION**

The Plan of Merger was adopted by the shareholders of the merging corporations on JULY 6, 2001.

M. D. MOODY & SONS, INC.,
a Florida corporation

MOODY LAND COMPANY, INC.,
a Florida corporation

By: Maxey D. Moody III
Maxey D. Moody III, President

By: Maxey D. Moody III
Maxey D. Moody III, President

**PLAN OF MERGER
FOR
M. D. MOODY & SONS, INC.**

FILED
01 AUG -7 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following plan of merger is submitted in compliance with §607.1105, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is M. D. Moody & Sons, Inc., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The name of the merging corporation is Moody Land Company, Inc., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – TERMS OF MERGER

The merger shall be effective as of the date of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time"). At the Effective Time, Moody Land Company, Inc. shall be merged with and into M. D. Moody & Sons, Inc., with M. D. Moody & Sons, Inc. being the surviving corporation. The separate corporate existence of Moody Land Company, Inc. shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of Moody Land Company, Inc. shall inure to M. D. Moody & Sons, Inc. The Bylaws of M. D. Moody & Sons, Inc., in effect immediately prior to the merger shall become the Bylaws of the surviving company following the merger.

ARTICLE IV – CONVERSION OF SHARES

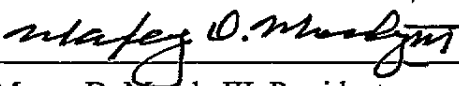
At the Effective Time, the shares of Moody Land Company, Inc. shall be converted as follows:

- (a) Each share of M. D. Moody & Sons, Inc. common stock issued and outstanding at the Effective Time shall remain outstanding.

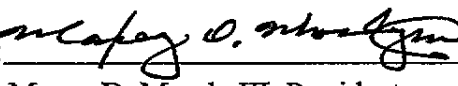
(b) All shares of Moody Land Company, Inc. common stock (excluding treasury shares) issued and outstanding at the Effective Time shall cease to be outstanding.

Executed this 6th day of JULY, 2001.

M. D. MOODY & SONS, INC.,
a Florida corporation.

By: 
Maxey D. Moody III, President

MOODY LAND COMPANY, INC.,
a Florida corporation.

By: 
Maxey D. Moody III, President