

Division of Corporations

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157910

Florida Department of State

Division of Corporations

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Phone : (813) 253-2020
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MERGER OR SHARE EXCHANGE

WOLDINE GROVES INC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GRAND GROVE, INC., a Florida corporation, document number 323530

INTO

WOLDINE GROVES INC, a Florida corporation, 157910

File date: July 9, 1999

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
MERGING GRAND GROVE, INC.
INTO WOLDINE GROVES, INC.

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging GRAND GROVE, INC., a Florida corporation ("Grand Grove") into WOLDINE GROVES, INC., a Florida corporation ("Woldine").

1. A copy of the Plan of Merger (the "Plan") is set forth below:

(a) Merger of Grand Grove into Woldine. Grand Grove shall be merged with and into Woldine pursuant to and in accordance with Section 607.1101 of the Florida Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Merger"). The separate existence of Grand Grove shall thereupon cease, and Woldine, as the surviving corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of Grand Grove, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Business Corporation Act. On the effective date of the Merger, each share of Grand Grove's capital stock issued and outstanding immediately prior thereto will be converted into the right to receive common stock of Woldine at a rate of 1.7003 shares of Woldine common stock for each 12.5 shares of Grand Grove stock. After the effective date of the Merger, no shares of Grand Grove shall be deemed outstanding or to have any rights other than those set forth in this paragraph 1(a).

(b) Effect on Woldine Stock. The shares of Woldine capital stock issued and outstanding prior to the Merger and all rights in respect thereof shall be unaffected by the Merger and shall, upon the effective date thereof, remain issued and outstanding, fully paid and non-assessable.

Craig Behrenfeld, Esq.
Florida Bar No.964750
601 Bayshore Blvd. Suite 700
Tampa, FL 33606
(813) 253-2020
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(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Woldine, as amended and in effect immediately prior to the effective date of the Merger shall, without any amendments, be the Articles of Incorporation and Bylaws of the surviving corporation until further amended as provided by law.

(d) Officers and Directors. The officers and directors of Woldine in office on the effective date of the Merger shall remain the officers and directors of the surviving corporation for their remaining term and until their successors are duly appointed and qualify.

(e) Effective Date. The Merger will become effective when Articles of Merger have been filed with the Florida Secretary of State pursuant to Section 607.1105 of the Florida Business Corporation Act.

2. The Plan was approved and adopted by the shareholders and Board of Directors of Grand Grove on July 9, 1999.

3. The Plan was approved and adopted by the shareholders and Board of Directors of Woldine on July 9, 1999.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger by and through their respective duly authorized officers as of July 9, 1999.

GRAND GROVE, INC.,
a Florida corporation

By: Leonard Wolf
Leonard Wolf, President

WOLDINE GROVES, INC.,
a Florida corporation

By: Susan Scheinberg
Susan Scheinberg, President

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