

281111

LAW OFFICES
NEILL GRIFFIN FOWLER TIERNEY & NEILL

CHARTERED

311 SOUTH SECOND STREET

SUITE 200

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL D. FOWLER
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.
RENEE C. MARQUIS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 28 PM 3:33

MAILING ADDRESS:
POST OFFICE BOX 1270
FORT PIERCE, FL 34954
TELEPHONE (561) 464-8200
FAX (561) 464-2566

February 26, 2002

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

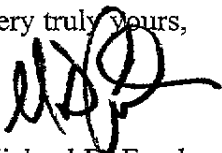
Re: Walker Produce, Inc. and Damar Leasing, Inc.

Dear Ladies or Gentlemen:

Enclosed please find original and one copy of Articles of Merger (with Plan attached), together with our check in the amount of \$70.00 for the filing fee.

Please return a "filed" copy of the articles to this office with your receipt for the filing fee. A return envelope is enclosed for your convenience.

Very truly yours,



Michael D. Fowler

MDF/rcm

Enclosures

cc: William Fielding

3/5 Joy Shepherd gave authorization
To add (for Both Corporations #3)
on the Art. of Merger. LS

Merger

V SHEPARD MAR 6 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

DAMAR LEASING INC., a Florida corporation, P94000091936

INTO

WALKER PRODUCE INC, a Florida entity, 281111.

File date: February 28, 2002

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

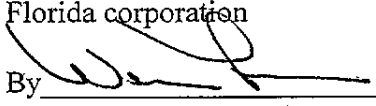
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Walker Produce, Inc. and Damar Leasing, Inc., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

1. Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.
2. The effective date of the Merger is upon filing of the Articles of Merger with the Secretary of State of Florida.
3. Shareholder approval was unanimous on 02 / 16 / 02 for both corporations.
4. Both corporations adopted the Plan of Merger on February 16, 2002, by a vote of the Board of Directors.

WALKER PRODUCE, INC., a
Florida corporation

By



William Fielding, its President



William Fielding, its Secretary

(CORP. SEAL)

DAMAR LEASING, INC., a Florida
corporation

By


William Fielding, its President


William Fielding, its Secretary

(CORP. SEAL)

AGREEMENT AND PLAN OF MERGER

Now on this 16th day of February, 2002, WALKER PRODUCE, INC. and DAMAR LEASING, INC., both Florida Corporations, pursuant to the Business Corporation Act of the State of Florida, have entered into the following Agreement of Merger;

WITNESSETH that:

WHEREAS, the respective Board of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, said WALKER PRODUCE, INC. filed its Articles of Incorporation in the office of the Secretary of State of the State of Florida on May 5, 1964 and

WHEREAS, said DAMAR LEASING, INC. filed its Articles of Incorporation in the office of the Secretary of State of Florida on December 20, 1994;

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Board of Directors, in consideration of the mutual covenants, agreements, and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: WALKER PRODUCE, INC. hereby merges into itself DAMAR LEASING, INC. and said DAMAR LEASING, INC. shall be and hereby is merged into WALKER PRODUCE, INC., which shall be the surviving corporation.

SECOND: The Articles of Incorporation of WALKER PRODUCE, INC. as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of each of the constituent corporations shall be as follows:

One share of Common Stock in Damar Leasing, Inc. will be converted into One share of Common Stock in Walker Produce, Inc.

FOURTH: This merger shall become effective upon filing with the Secretary of State of Florida.


IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Board of Directors, have caused these presents to be executed by the President (or Vice-President) and attested by the Secretary (or Assistant Secretary) of each party hereto.

WALKER PRODUCE, INC.

By

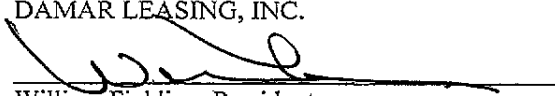

William Fielding, President

Attest:



William Fielding, Secretary

DAMAR LEASING, INC.

By


William Fielding, President

Attest:


William Fielding, Secretary