

300569

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(Business Entity Name)

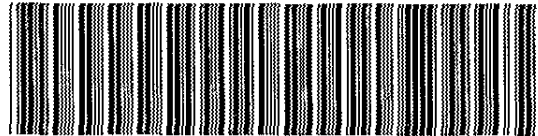
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulliette NOV 19 2002



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November 19, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Tricorp, Inc. into RAM Group, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRICORP, INC., a Florida corporation, 445895

INTO

RAM GROUP, INC., a Florida entity, 300569

File date: November 19, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
(Profit Corporations)

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>
RAM GROUP, INC.	Florida	300569

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TRICORP, INC.	Florida	445895

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 - The Plan of Merger was adopted by the shareholders of the surviving corporation on October 31, 2002.

Sixth: Adoption of Merger by merging corporation - The Plan of Merger was adopted by the shareholders of the merging corporation on October 31, 2002.

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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RAM GROUP, INC.		Richard A. McMahan, President
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TRICORP, INC.		Richard A. McMahan, President
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER
(Merger of Subsidiary Corporation)

The following plan of merger is submitted in accordance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First:

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
RAM GROUP, INC.	Florida	300569

Second:

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TRICORP, INC.	Florida	445895

Third:

The manner and basis of converting the shares of the subsidiary into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All of the assets of the subsidiary are to be transferred to the parent in exchange for the cancellation of the parent's 100% stock ownership of the subsidiary.

Fourth:

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable -- the parent corporation is to be the surviving corporation.

Fifth:

If applicable, shareholders of the subsidiary corporation, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Not applicable - all shareholders of both corporations have approved and signed this Plan of Merger below.

Sixth:

Other provisions relating to the merger are as follows:

Articles of Merger are to be filed with Florida Department of State as soon as possible, but the parties agree that for their internal accounting purposes, the effective date of the merger is to be October 31, 2002.

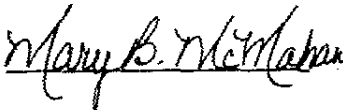
Seventh: SIGNATURES OF ALL SHAREHOLDERS OF EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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RAM GROUP, INC.



Richard A. McMahan, Trustee,
Shareholder



Mary B. McMahan, Trustee,
Shareholder

TRICORP, INC.



RAM GROUP, INC., Sole
Shareholder, by Richard A.
McMahan, President