

362150



FILED
97 DEC 22 AM 7:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 644668 11243A
AUTHORIZATION : Patricia Piggett
EFFECTIVE DATE 12/31/97
COST LIMIT : \$ 70.00

ORDER DATE : December 22, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 644668-005

CUSTOMER NO: 11243A

000002378900--1

CUSTOMER: John H. Jones, Esq
John H. Jones, P.a.

1230 South Main Street
Gainesville, FL 32601

ARTICLES OF MERGER

NATURE WONDERLAND, INC.

INTO

COLUMBIA LAND & CATTLE COMPANY

* Need effective date of 12/31/97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS: _____

RECEIVED
97 DEC 22 AM 11:35
DIVISION OF CORPORATION

VS DEC 23 1997

merger

362150

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NATURE WONDERLAND, INC., a Florida corporation, H30633

INTO

COLUMBIA LAND & CATTLE COMPANY, a Florida corporation, 362150.

File date: December 22, 1997 , effective December 31, 1997

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
NATURE WONDERLAND, INC.
INTO
COLUMBIA LAND & CATTLE COMPANY

FILED

97 DEC 22 AM 7:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE

12/31/97

ARTICLES OF MERGER between Nature Wonderland, Inc., a Florida Corporation ("Disappearing Corp.") and Columbia Land & Cattle Company, a Florida Corporation ("Surviving Corp.") (collectively the "Constituent Corporations").

Pursuant to F.S. 607.1105 of the Florida Business Corporation Act (the "Act") Nature Wonderland, Inc., and Columbia Land & Cattle Company adopt the following Articles of Merger.

1. The agreement to merge and the Plan of Merger dated December 18, 1997, between the Constituent Corporations were approved and adopted by the Board of Directors and by the sole shareholder of each Constituent Corporation on December 18, 1997.
2. Pursuant to the Plan of Merger all issued and outstanding shares of Nature Wonderland, Inc., which are all held and owned by the same single shareholder who holds and owns all issued and outstanding shares of Columbia Land & Cattle Company, will be acquired by means of a merger of Nature Wonderland, Inc., into Columbia Land & Cattle Company with Columbia Land & Cattle Company the Surviving Corporation. All shares of Nature Wonderland, Inc. will be retired and cancelled.
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Pursuant to F.S. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be at the very last moment of December 31, 1997.
5. This Merger, as set forth in the Plan of Merger and in the Articles of Merger is approved and consented to be the undersigned Officer, Directors, and Shareholder, being all of the Officers, Directors, and the sole Shareholder of each of the Constituent Corporations. We each waive any Notice or requirement for meeting or notice.

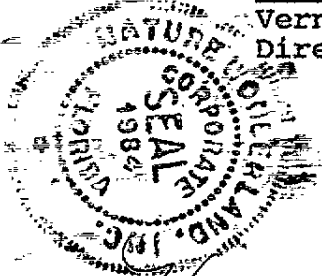
Articles of Merger
Page 2

18th IN WITNESS WHEREOF, the parties have set their hands this
day of December, 1997.

(Disappearing Corp.)
Nature Wonderland, Inc.

by: John D. Odom, III
John D. Odom, III
Director/President & Treasurer

Attest: Vernie P. Odom
Vernie P. Odom
Director/Secretary

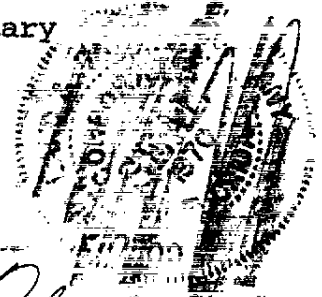


Vernie P. Odom
Vernie P. Odom, Same and
Sole Shareholder of
Nature Wonderland, Inc.

(Surviving Corp.)
Columbia Land & Cattle
Company

By: John D. Odom, III
John D. Odom, III
Director/President & Treasurer

Attest: Vernie P. Odom
Vernie P. Odom
Director/Secretary



Vernie P. Odom
Vernie P. Odom, Same and
Sole Shareholder of
Columbia Land & Cattle Company

EXHIBIT "A"

PLAN OF MERGER

Merger between Columbia Land & Cattle Company (the "surviving Corp.") and Nature Wonderland, Inc. (the "Disappearing Corp."), (collectively the "Constituent Corporations"); both being Florida Corporations. This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with F.S. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to shareholders of the constituent corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be cancelled and surrendered. Vernie P. Odom, the undersigned person, is the sole shareholder of both Constituent Corporations. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock, and no new shares shall be issued as a result of this merger.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and merged under this Plan shall be deemed to have been paid in full satisfaction of such merged shares.

4. Fractional shares. Since there is only a single shareholder of both Constituent Corporations, there are, and will be, no fractional shares or interests.

5. Effect of merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in F.S. 607.1106 of the Act.

6. Supplemental Action. If, at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and

assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with F.S. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" which shall be at the last moment of December 31, 1997.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with F.S. 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

10. Consent and Waiver. This Merger, as set forth in the Plan of Merger and in the Articles of Merger is approved and consented to by the undersigned Officers, Directors, and Shareholder, being all of the Officers, Directors, and the sole shareholder of each of the Constituent Corporations. We each waive any Notice or Requirement for meeting or notice.

Plan of Merger
Page 3

1846, IN WITNESS WHEREOF, the parties have set their hands this
day of December, 1997.

(Disappearing Corp.)
Nature Wonderland, Inc.

by: John D. Odom, III
John D. Odom, III
Director/President & Treasurer

Attest: Vernie P. Odom
Vernie P. Odom
Director/Secretary

Vernie P. Odom
Vernie P. Odom, Same and
Sole Shareholder of
Nature Wonderland, Inc.

(Surviving Corp.)
Columbia Land & Cattle
Company

By: John D. Odom, III
John D. Odom, III
Director/President & Treasurer

Attest: Vernie P. Odom
Vernie P. Odom
Director/Secretary

Vernie P. Odom
Vernie P. Odom, Same and
Sole Shareholder of
Columbia Land & Cattle Company