

389060

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MERGER OR SHARE EXCHANGE

BLANCHARD INVESTMENTS, INC.

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Merger

1/2/03

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

BLANCHARD INVESTMENTS, INC., a Florida corporation, 389060

INTO

BLANCHARD MACHINERY COMPANY, a South Carolina entity not qualified in
Florida

File date: December 31, 2002, effective January 1, 2003

Corporate Specialist: Darlene Connell

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
ATTORNEYS AND COUNSELORS AT LAW

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January 2, 2003

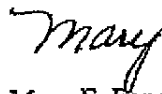
By Fax to (850) 205-0380
Karen Gibson, Document Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger for Blanchard Investments,
Fax Audit Number H02000242707 6

Dear Karen:

Attached are the revised Articles of Merger for Blanchard Investments, Inc., which now reference the correct Florida Statutes, Sections 607.1105 and 607.1107, on page 1. It is essential that the merger is effective January 1, 2003, as stated in the Articles of Merger; please call me at once if there is any problem with the January 1 effective date.

Sincerely,



Mary F. Fendle, Paralegal

:mf



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 2, 2003

BLANCHARD INVESTMENTS, INC.
1414 SWANN AVE.
#201
TAMPA, FL 33606US

SUBJECT: BLANCHARD INVESTMENTS, INC.
REF: 389060

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: B02000242707
Letter Number: 003A00000020

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 82814

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ARTICLES OF MERGER

EFFECTIVE DATE
1-1-03

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 607.1107, Florida Statutes.

FIRST: The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Blanchard Investments, Inc. 1414 Swann Avenue, #201 Tampa, FL 33606	Florida	corporation
Florida Document/Registration Number: 389060	FEI Number: 59-0681683	

SECOND: The exact name, street address of the principal office, jurisdiction and entity of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Blanchard Machinery Company 3151 Charleston Highway West Columbia, SC 29172	South Carolina	corporation
	FEI Number: 59-0681683	

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1105 and 607.1107, Florida Statutes, and was approved by the merging party in accordance with Chapter 607, Florida Statutes, and was approved by the surviving party in accordance with the respective laws of South Carolina.

FOURTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

FIFTH: The surviving entity agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

SIXTH: The merger shall become effective as of January 1, 2003.

SEVENTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

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EIGHTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Blanchard Investments, Inc.	By: <u>Joseph R. Blanchard</u>	Joseph R. Blanchard, President
Blanchard Machinery Company	By: <u>Joseph R. Blanchard</u>	Joseph R. Blanchard, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") dated this 31st day of December, 2002, by and between Blanchard Investments, Inc. ("Blanchard Investments"), a Florida corporation, and Blanchard Machinery Company ("Blanchard Machinery"), a South Carolina corporation.

WHEREAS, the Boards of Directors of Blanchard Investments and Blanchard Machinery have adopted this Agreement via unanimous consent and recommended to the Shareholders of Blanchard Investments and Blanchard Machinery that the Agreement be approved; and,

WHEREAS, the Shareholders of Blanchard Investments and Blanchard Machinery have approved this Agreement by unanimous consent;

NOW, THEREFORE, in consideration of the premises and the mutual covenants, representations, warranties, and agreements herein contained, the parties hereto agree as follows:

ARTICLE I - THE MERGER

Section 1.1 Surviving Corporation. At the Effective Time (as defined in Section 1.3) and in accordance with the provisions of this Agreement, (a) Blanchard Investments shall be merged into Blanchard Machinery and the separate corporate existence of Blanchard Investments shall cease; and, (b) Blanchard Machinery shall be the surviving corporation (the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of South Carolina.

Section 1.2. Surviving Liabilities. From and after the Effective Time, all debts, liabilities, duties, and obligations of Blanchard Investments, whether under any agreement or otherwise, shall thenceforth attach to and be expressly assumed by Blanchard Machinery and may thereafter be enforced against Blanchard Machinery to the same extent as if said debts, liabilities, duties, and obligations had been incurred or contracted by Blanchard Machinery.

Section 1.3 Effective Time. The merger of Blanchard Investments with and into Blanchard Machinery (the "Merger") shall become effective upon the latest to occur of (a) the filing of Articles of Merger relating to the Merger with the South Carolina Secretary of State; (b) January 1, 2003 at 12:01 A.M.; or, (c) the latest effective date stated in such Articles of Merger. The date and time when the Merger shall become effective are herein referred to as the "Effective Time."

Columbia: 731837

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Section 1.4 Articles of Incorporation and Bylaws.
The Articles of Incorporation and Bylaws of Blanchard Machinery, as in effect at the Effective Time, shall continue in effect until thereafter amended as therein provided and in accordance with applicable law.

Section 1.5 Directors and Officers.

a. Directors. After the Effective Time, the number of directors of Blanchard Machinery shall remain one and Joseph R. Blanchard shall hold that position as the sole director of Blanchard Machinery.

b. Officers. After the Effective Time, the offices of Blanchard Machinery shall continue to be held by the same individuals holding such offices at the Effective Time.

ARTICLE II - STATUS AND CONVERSION OF SECURITIES

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof:

(1) each share of common stock of Blanchard Machinery outstanding immediately before the Effective Time shall be retired and canceled; and

(2) each share of common stock of Blanchard Investments outstanding immediately before the Effective Time shall be converted into one share of common stock of Blanchard Machinery.

(b) After the Effective Time, the holders of the certificates representing shares of Blanchard Investments common stock shall surrender the certificates to Blanchard Machinery, and upon such surrender Blanchard Machinery shall issue to such holders a certificate representing its shares of voting common stock of Blanchard Machinery. Until so surrendered and exchanged, the outstanding certificates representing the 8,762 shares of Blanchard Investments common stock may be treated by Blanchard Machinery for all corporate purposes as evidencing the ownership of shares of Blanchard Machinery voting common stock as though the surrender and exchange had taken place.

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IN WITNESS WHEREOF, Blanchard Investments and Blanchard Machinery have caused this Agreement to be executed and delivered by its duly authorized officer as of the date first written above.

BLANCHARD INVESTMENTS, INC.

By: *Jo Blanchard*
Its: President

BLANCHARD MACHINERY COMPANY

By: *Jo Blanchard*
Its: President

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