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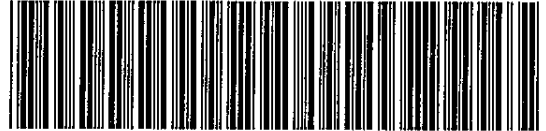
(Business Entity Name)

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EFFECTIVE DATE

10/1/03

merger

DIVISION OF CORPORATION

03 SEP 30 PM 12:40

RECEIVED

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03 SEP 30 PM 2:22
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 261482 4218A
AUTHORIZATION : *Patricia Pizute*
COST LIMIT : \$ 78.75

ORDER DATE : September 30, 2003
ORDER TIME : 11:22 AM
ORDER NO. : 261482-010
CUSTOMER NO: 4218A
CUSTOMER: Lorrie Maag, Legal Asst
Blackwell Sanders Peper Martin
Suite 2400
720 Olive Street
St. Louis, MO 63101

ARTICLES OF MERGER

SUGARMILL WOODS, INC.

INTO

SOUTHERN WOODS, INCORPORATED

effective date - October 1, 2003

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

EFFECTIVE DATE
10/1/03

ARTICLES OF MERGER
MERGING SOUTHERN WOODS, INCORPORATED, a Florida Corporation
WITH AND INTO
SUGARMILL WOODS, INC., a Florida Corporation

FILED

03 SEP 30 PM 2:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUGARMILL WOODS, INC., a corporation organized and existing under the laws of the State of Florida ("Parent"), **DOES HEREBY CERTIFY:**

1. Parent is incorporated and validly existing pursuant to the Florida Business Corporation Act (the "Act").
2. Parent is the owner of 100% of the outstanding shares of each class of the capital stock of **SOUTHERN WOODS, INCORPORATED**, a Florida corporation ("Subsidiary").
3. By unanimous written consent on September 17, 2003, the Board of Directors of Parent approved the merger of Subsidiary with and into Parent, with Parent as the surviving corporation (the "Merger").
4. The Plan of Merger, attached hereto as Schedule 1, was adopted by the Board of Directors of Parent on September 17, 2003.
5. Pursuant to Section 607.1104 of the Act, approval of the shareholders of the Parent and Subsidiary of the Plan of Merger is not required because Parent owns 100% of the outstanding shares of each class of the capital stock of the Subsidiary.
6. The effective date of the Merger of the Subsidiary with and into Parent shall be October 1, 2003.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned as of the day and year hereafter acknowledged.

[The remainder of this page is intentionally blank.]

SUGARMILL WOODS, INC.

Laurence A. Schiffer
Laurence A. Schiffer, President

ATTEST:

By: Gloria D. Clement

Name: Gloria D. Clement

Title: Assistant Secretary

STATE OF MISSOURI

)
) ss

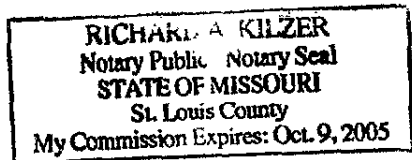
COUNTY OF ST. LOUIS

Richard A. Kilzer, a Notary Public, do hereby certify that on the 17th day of September, 2003, personally appeared before me Laurence A. Schiffer who, being by me first duly sworn, declared that he is the President of SUGARMILL WOODS, INC., that he signed the foregoing document as President of SUGARMILL WOODS, INC. and that the statements therein contained are true.

Richard A. Kilzer

Notary Public

My Commission Expires: 10-9-2005



SCHEDULE 1

PLAN OF MERGER

1. **SOUTHERN WOODS, INCORPORATED**, a Florida corporation (the "Subsidiary"), shall merge with and into **SUGARMILL WOODS, INC.** (the "Parent") according to Section 607.1104 of the Florida Business Corporation Act (the "Merger").

2. The Merger shall be effective on October 1, 2003 (the "Effective Date").

3. At the Effective Date of the Merger:

(a) Subsidiary shall be merged with and into the Parent, and the separate existence of Subsidiary shall cease.

(b) The Parent shall assume all of Subsidiary's liabilities and obligations and shall succeed to all of Subsidiary's assets.

(c) The Articles of Incorporation and the Bylaws of the Parent in effect immediately prior to the Effective Date shall remain in effect until duly amended.

(d) The officers and directors of the Parent immediately prior to the Effective Date shall, from and after the Effective Date, be the officers and directors of the Parent as the corporation surviving the Merger, until their successors are duly elected or appointed and qualified, or until their earlier death, resignation or removal.

(e) Each share of capital stock of the Parent issued and outstanding immediately prior to the Effective Date shall continue in existence unaffected by the Merger.

(f) Each share of the capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Date and owned by the Parent shall, by virtue of the Merger and without any action on the part of the Parent, be canceled and retired without payment of any consideration therefor and shall cease to exist.