

429302  
*Vicki S. Graves*

ATTORNEY AT LAW

P.O. Box 11246  
Pensacola, Florida 32524  
(850) 291-6525

December 21, 2001

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

FILED  
01 DEC 26 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: enclosed Articles of Merger

Dear Madam or Sir:

Enclosed for filing with the Department of State are three copies of the Articles of Merger (with incorporated Plan of Merger) between Sharron Properties, Inc. (surviving corporation) and E & S Land and Cattle Company (disappearing corporation).

Enclosed also is a check totally \$78.75 to cover the following expenses:

Merger filing fee – Sharron Properties, Inc.	\$35.00
Merger filing fee – E & S Cattle Company	\$35.00
Fee for 1 certified copy of the Articles of Merger	\$ 8.75

Please contact me with any questions or concerns.

Yours truly,



Vicki S. Graves

100004739111--4  
-12/26/01--01070--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

429302 eff  
Merger 1-1-02  
4 Pgs  
\* Certified Copy

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

E & S LAND AND CATTLE COMPANY, a Florida corporation, document  
#L29668

INTO

**SHARRON PROPERTIES, INC.**, a Florida entity, 429302

File date: December 26, 2001, effective January 1, 2002

Corporate Specialist: Carol Mustain

EFF 1-1-02

**ARTICLES OF MERGER**  
OF  
E&S LAND AND CATTLE COMPANY  
INTO  
SHARRON PROPERTIES, INC.

FILED  
01 DEC 26 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between E&S Land and Cattle Company, a Florida corporation, and Sharron Properties, Inc., a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), E&S Land and Cattle Company and Sharron Properties, Inc. adopt the following Articles of Merger.

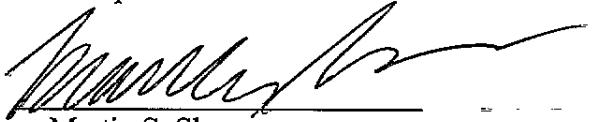
1. The Agreement and Plan of Merger dated December 1, 2001, between E&S Land and Cattle Company and Sharron Properties, Inc. was approved and adopted by the shareholder of E&S Land and Cattle Company on December 1, 2001 and was adopted by the shareholder of Sharron Properties, Inc. on December 1, 2001.
2. Under the Plan of Merger, all issued and outstanding shares of E&S Land and Cattle Company stock will be acquired by means of a merger of E&S Land and Cattle Company with Sharron Properties, Inc., the surviving corporation.
3. No additional shares will be issued because ownership and sole shareholder of merging corporations is identical.
4. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
5. Under §607.1105(1)(b), the date and time of the effectiveness of the Merger shall be on January 1, 2002. These Articles of Merger shall be filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on December 1, 2001

ATTEST:

Sharron Properties, Inc.  
a Florida corporation

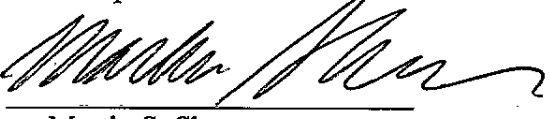
By: \_\_\_\_\_  
Corporate Seal

By:   
Martin S. Sharron  
as President

ATTEST:

E&S Land and Cattle Company  
a Florida corporation

By: \_\_\_\_\_  
Corporate Seal

By:   
Martin S. Sharron

## PLAN OF MERGER

Merger between Sharron Properties, Inc. (the "Surviving Corporation") and E&S Land and Cattle Company (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §8607.1101 *et. seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Sharron Properties, Inc., as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of Sharron Properties, Inc. from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of E&S Land and Cattle Company common stock that shall be issued and outstanding at that time shall without more be cancelled and no further shares issued because ownership and the sole shareholder of the merging corporations is identical. Each share of Sharron Properties, Inc. stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Sharron Properties, Inc., stock.
3. Satisfaction of Rights of Disappearing Corporations Shareholders. No additional shares of stock will be issued because ownership and the sole shareholder of the merging corporations are identical.
4. Effect of Merger. On the Effective Date, the separate existence of E&S Land and Cattle Company shall cease, and Sharron Properties, Inc. shall be full vested in E&S Land and Cattle Company rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §8607.1106 of the Act.
5. Supplemental Action. If at any time after the Effective Date Sharron Properties, Inc. 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 the Constituent Corporations, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Sharron Properties, Inc. 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 Sharron Properties, Inc. or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, E&S Cattle Company and Sharron Properties, Inc. shall cause their respective Presidents (or Vice presidents) to execute Articles of Merger in the for attached to this Agreement and on 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, Sharron Properties, Inc. shall deliver such Articles of Merger for filing to the Florida Secretary of State. IN ACCORDANCE WITH §607.1105(1)(B) OF THE ACT, THE ARTICLES OF MERGER SHALL SPECIFY THE "EFFECTIVE DATE," WHICH SHALL BE JANUARY 01,2002.