

To: FI Dept of State
Subject: 0626.56750

From: T. Spear

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617231

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

DOUGLAS MACHINES CORP.

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Merger

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**Articles of Merger
(Profit Corporations)**

DMC Acquisition Co., Inc.
with and into
Douglas Machines Corp.

The following Articles of Merger are made and entered into as of the 28th day of August, 2006, by and between Douglas Machines Corp., a Florida corporation, and DMC Acquisition Co., Inc., a Florida corporation, and are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Douglas Machines Corp.	Florida	617231

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DMC Acquisition Co., Inc.	Florida	P06000078733

Third: The Plan of Merger is attached as Exhibit A.

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 (Douglas Machines Corp.) on August 28, 2006.

Sixth: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation (DMC Acquisition Co., Inc.) on August 28, 2006.

Seventh: These Articles of Merger may be executed in multiple counterparts, each one of which shall be deemed an original, but all of which shall be considered together as one and the same instrument.

[Signature Pages to Follow]

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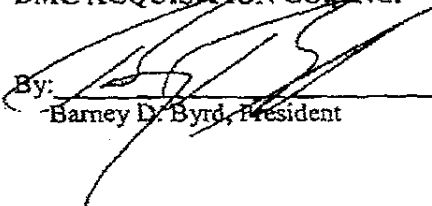
H06000218980 3

IN WITNESS WHEREOF, the parties hereto has caused these Articles of Merger to be executed by their duly authorized representatives as of the date first above written.

DOUGLAS MACHINES CORP.

By: 
Christopher Godwin, Vice President

DMC ACQUISITION CO., INC.

By: 
Barney D. Byrd, President

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Exhibit A

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following Plan of Merger between Douglas Machines Corp., a Florida corporation, and DMC Acquisition Co., Inc., a Florida corporation, is submitted in compliance with the Florida Business Corporation Act, pursuant to Section 607.1104, Florida Statutes.

1. The name and jurisdiction of the parent corporation owning one hundred percent (100%) of the issued and outstanding shares of the subsidiary corporation (Douglas Machines Corp.):

<u>Name</u>	<u>Jurisdiction</u>
DMC Acquisition Co., Inc.	Florida

2. The name and jurisdiction of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Douglas Machines Corp.	Florida

3. The pre-merger outstanding shares of capital stock of parent DMC Acquisition Co., Inc. consist of ten thousand (10,000) shares of common stock, no par value, of DMC Acquisition Co., Inc. (the "Parent Shares"). The pre-merger outstanding shares of capital stock of subsidiary Douglas Machines Corp. consists of sixty thousand (60,000) shares of common stock, \$1.00 par value, of Douglas Machines Corp. (the "Subsidiary Shares").

4. Upon the effectiveness of the merger of DMC Acquisition Co., Inc. with and into its wholly-owned subsidiary Douglas Machines Corp. (with Douglas Machines Corp. as the survivor) upon the filing of the Articles of Merger, (a) all pre-merger Subsidiary Shares shall be cancelled; and (b) each of the ten thousand (10,000) pre-merger Parent Shares shall be converted into one (1) share of common stock, \$1.00 par value, of Douglas Machines Corp. for which new stock certificates shall be issued to pre-merger stockholders of parent DMC Acquisition Co., Inc. upon surrender to Douglas Machines Corp. of such stockholders' certificates formerly representing the Parent Shares. As a result of the merger, ten thousand (10,000) shares of Douglas Machines Corp. (as the survivor) shall be issued and outstanding.

5. Shareholders of Douglas Machines Corp. who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.