

H21518

WALSTEN, WALSTON & TE SLAA, P.A.

Attorneys at Law

Bloomington

1000 Northland Plaza
3800 West 80th Street
Bloomington, MN 55431
Telephone: (952) 896-3799
Fax: (952) 896-3717

James R. Walston

Reply to Mendota Heights

Mendota Heights

200 Dakota Financial Center
1060 Dakota Drive
Mendota Heights, MN 55120
Telephone: (651) 905-7000
Fax: (651) 405-3775
e-mail: jwalston@walstonlaw.com

May 15, 2000

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Merger of Collier Management Company, Inc., a Florida corporation, into Collier Management Nevada, Inc., a Nevada corporation
Our File No. 310-019**

Dear Secretary:

500003258085--9
-05/18/00--01119--011
*****70.00 *****70.00

Collier Management Company, Inc., a Florida corporation, has merged into Collier Management Nevada, Inc., a Nevada corporation. Accordingly, pursuant to Florida Statute Section 607.1101 et. seq., enclosed for filing with the Secretary of State please find the following:

1. Original Articles of Merger of Collier Management Nevada, Inc. and Collier Management Company, Inc.;
2. Copy of the Resolution of Shareholder of Collier Management Company, Inc. authorizing the Merger;
3. Copy of Resolution of Board of Directors of Collier Management Company, Inc. authorizing the Merger;
4. Copy of Plan of Merger; and
5. This firm's check in the amount of \$70.00 for the fee.

FILED
00 JUL 10 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
spayse
7/12/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

COLLIER MANAGEMENT COMPANY, INC., a FL corp., H21518
,

INTO

COLLIER MANAGEMENT NEVADA, INC., a Nevada corporation not qualified
in Florida.

File date: July 10, 2000

Corporate Specialist: Susan Payne

Florida Secretary of State
May 15, 2000
Page 2

Please contact me if you have any questions.

Sincerely,

WALSTEN, WALSTON & TE SLAA, P.A.

By: 

James R. Walston

JRW:rlt
Enclosures

cc: M. C. Gresser
Frank Flaherty
Todd Taggart
Chuck Bertrand

WALSTEN, WALSTON & TE SLAA, P.A.

Attorneys at Law

Bloomington

1000 Northland Plaza
3800 West 80th Street
Bloomington, MN 55431
Telephone: (952) 896-3799
Fax: (952) 896-3717

James R. Walston

Reply to Mendota Heights

Mendota Heights

200 Dakota Financial Center
1060 Dakota Drive
Mendota Heights, MN 55120
Telephone: (651) 905-7000
Fax: (651) 405-3775
e-mail: jwalston@walstonlaw.com

July 5, 2000

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Dept. of State
P. O. box 6327
Tallahassee, Florida 32314

Re: Your Subject: Collier Management Company, Inc.
Your Ref. Number H21518
Our File No. 310-019

Dear Ms. Lewis:

Pursuant to your request of June 27, 2000 (copy enclosed), enclosed please find Articles of Merger of Collier Management Nevada, Inc. and Collier Management Company, Inc., which includes the date of adoption of the Plan of Merger.

Sincerely,

WALSTEN, WALSTON & TE SLAA, P.A.

By: 

James R. Walston

JRW:rlt
Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 27, 2000

JAMES R. WALSTON, ESQ.
WALSTEN, WALSTON & TE SLAA, P.A.
200 DAKOTA FIN. CENTER, 1060 DAKOTA DR.
MENDOTA HEIGHTS, MN 55120

SUBJECT: COLLIER MANAGEMENT COMPANY, INC.
Ref. Number: H21518

We have received your document for COLLIER MANAGEMENT COMPANY, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain the date of adoption of the plan of merger by the surviving corporation shareholders or by the directors when no vote of the shareholders is required.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 400A00030914

**ARTICLES OF MERGER
OF
COLLIER MANAGEMENT NEVADA, INC.
AND
COLLIER MANAGEMENT COMPANY, INC.**

FILED
00 JUL 10 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COLLIER MANAGEMENT NEVADA, INC., a Nevada corporation, and COLLIER MANAGEMENT COMPANY, INC., a Florida corporation, through their respective Boards of Directors and shareholders, as may be required by governing law, hereby execute these Articles of Merger to create COLLIER MANAGEMENT NEVADA, INC., a Nevada close corporation, as the surviving entity.

ARTICLE 1. The constituent entities of this Merger are COLLIER MANAGEMENT NEVADA, INC., a Nevada corporation, and COLLIER MANAGEMENT COMPANY, INC., a Florida corporation.

ARTICLE 2. On March 21, 2000, a Plan of Merger was adopted by COLLIER MANAGEMENT NEVADA, INC. and COLLIER MANAGEMENT COMPANY, INC.

ARTICLE 3. Pursuant to NRS 92A.130, the approval of the Plan of Merger by the owners of COLLIER MANAGEMENT NEVADA, INC. was not required.

ARTICLE 4. On March 21, 2000, the Plan of Merger was approved by the unanimous consent of the owners of COLLIER MANAGEMENT COMPANY, INC.

ARTICLE 5. The amendment to the Articles of Incorporation of COLLIER MANAGEMENT NEVADA, INC. is as follows:

The name of the Corporation shall be COLLIER MANAGEMENT NEVADA, INC.

ARTICLE 6. The complete, executed Plan of Merger is on file at the registered office of COLLIER MANAGEMENT NEVADA, INC.

IN WITNESS WHEREOF, we have hereunto subscribed our names on the date set forth below.

DATED this 21st day of
March, 2000.

DATED this 21st day of
March, 2000.

COLLIER MANAGEMENT COMPANY, INC.

COLLIER MANAGEMENT NEVADA, INC.

By: Michael C. Gresser
MICHAEL C. GRESSER
President

By: Michael C. Gresser
MICHAEL C. GRESSER
President

By: Michael C. Gresser
MICHAEL C. GRESSER
Secretary/Treasurer

By: Michael C. Gresser
MICHAEL C. GRESSER
Secretary/Treasurer

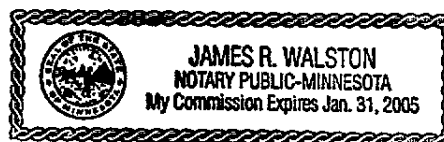
ACKNOWLEDGEMENT

STATE OF MINNESOTA)
) ss.
COUNTY OF DAKOTA)

On this 21st day of March, 2000, MICHAEL C. GRESSER personally appeared before me, a notary public, in and for said County and State, and executed the foregoing ARTICLES OF MERGER OF COLLIER MANAGEMENT NEVADA, INC. AND COLLIER MANAGEMENT COMPANY, INC., and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Witness my hand and official seal the day and year in this certificate first above written.

James R. Walston
NOTARY PUBLIC
#310-019 / R5219



PLAN OF MERGER
of
COLLIER MANAGEMENT COMPANY, INC.,
a Florida corporation,
into
COLLIER MANAGEMENT NEVADA, INC.
A Nevada corporation

1. The names of each corporation planning to merge is as follows:
 - a. Collier Management Company, Inc., a Florida corporation, c/o Gold Law Offices, 2335 Tamiami Trail North, Naples, Florida 34103; and
 - b. Collier Management Nevada, Inc., a Nevada corporation, 12 Via Paradiso Street, Henderson, Nevada 89011.

The surviving corporation shall be Collier Management Nevada, Inc.

2. The sole shareholder of Collier Management Nevada, Inc., Michael C. Gresser, 12 Via Paradiso Street, Henderson, Nevada 89011, shall hold all issued stock of Collier Management Nevada, Inc. All shares of Collier Management Company, Inc. shall be converted into shares of Collier Management Nevada, Inc. in an equal number.
3. The Articles of Incorporation and Bylaws of Collier Management Nevada, Inc. shall govern all action undertaken on behalf of Collier Management Nevada, Inc.
4. The effective date of the merger shall be March 21, 2000.

COLLIER MANAGEMENT COMPANY, INC.

Dated: March 21, 2000.

By: Michael C. Gresser
Michael C. Gresser
Its President

COLLIER MANAGEMENT NEVADA, INC.

Dated: March 21, 2000.

By: Michael C. Gresser
Michael C. Gresser
Its President

RESOLUTION OF SHAREHOLDERS
OF
COLLIER MANAGEMENT COMPANY, INC.

THE UNDERSIGNED, being the sole shareholder of Collier Management Company, Inc., a Florida corporation, hereby waives all the provisions of the Articles of Incorporation and Bylaws of said corporation relating to notices and the holding of meetings of the shareholders of said corporation, and acting pursuant to the laws of said state hereby adopts the following resolution of the shareholders of this corporation:

BE IT RESOLVED, that the March 21, 2000 Articles of Merger of this corporation with Collier Management Nevada, Inc., a Nevada close corporation, is hereby approved.

Dated: March 21, 2000.



Michael C. Gresser

RESOLUTION OF BOARD OF DIRECTORS
OF
COLLIER MANAGEMENT COMPANY, INC.

THE UNDERSIGNED, being the directors of Collier Management Company, Inc., a Florida corporation, hereby waive all the provisions of the Articles of Incorporation and Bylaws of said corporation relating to notices and the holding of meetings of the Board of Directors of said corporation, and acting pursuant to the laws of said state hereby adopts the following resolution of the Board of Directors of this corporation:

BE IT RESOLVED, that the March 21, 2000 Articles of Merger of this corporation with Collier Management Nevada, Inc., a Nevada close corporation, is hereby approved.

Dated: March 21, 2000.


Michael C. Gresser