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97103

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September 18, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Wal Den Greene Developers, Inc. And Attitude Land Developers, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

EFFECTIVE DATE
9/30/02

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Merger

FILED
02 SEP 18 PM 2:50
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED
02 SEP 18 AM 10:15

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-09/18/02--01031--006
*****70.00 *****70.00

DR
9/18/02

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ATTITUDE LAND DEVELOPERS, INC., a Florida corporation P92000011306

INTO

WAL DEN GREENE DEVELOPERS, INC., a Florida entity, J97103.

File date: September 18, 2002 , effective September 30, 2002

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
9/30/02

ARTICLES OF MERGER
OF

WAL DEN GREENE DEVELOPERS, INC., a Florida corporation
and
ATTITUDE LAND DEVELOPERS, INC., a Florida corporation

FILED
02 SEP 18 PM 2:54
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are WAL DEN GREENE DEVELOPERS, INC., a Florida corporation, (the "Surviving Corporation") and ATTITUDE LAND DEVELOPERS, INC., a Florida corporation, (the "Merged Corporation").

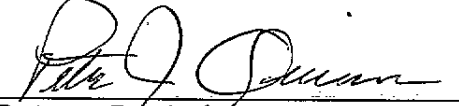
ARTICLE II. Surviving Corporation. The corporation to survive the Merger is WAL DEN GREENE DEVELOPERS, INC., a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the sole shareholder and the members of the Board of Directors of both the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith as required by the laws of the State of Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

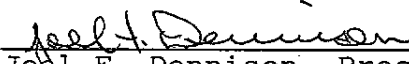
IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 12 day of September, 2002.

ATTEST:



Peter J. Quinn, Secretary

(CORPORATE SEAL)

WAL DEN GREENE DEVELOPERS, INC.,
a Florida corporation

By: 
Joel F. Dennison, President

ATTEST:


Peter J. Quinn, Secretary

ATTITUDE LAND DEVELOPERS, INC.,
a Florida corporation


By: 
Joel F. Dennison, President

EXHIBIT "A"

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into the 12 day of September, 2002, by and between WAL DEN GREENE DEVELOPERS, INC., a Florida corporation (the "Surviving Corporation") and ATTITUDE LAND DEVELOPERS, INC., a Florida corporation (the "Merged Corporation").

Recitals

A. The Surviving Corporation and the Merged Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying such asset acquisition as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

B. The Surviving Corporation desires to merge and combine with the Merged Corporation in order to expand its business and further its corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date of the Merger specified herein, ATTITUDE LAND DEVELOPERS, INC., a Florida corporation, shall merge with and into WAL DEN GREENE DEVELOPERS, INC., a Florida corporation, in accordance with the Merger laws of the State of Florida. WAL DEN GREENE DEVELOPERS, INC., a Florida corporation, shall continue to exist under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation") and the separate existence of ATTITUDE LAND DEVELOPERS, INC., (the "Merged Corporation") shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation before the Merger and shall not be changed by virtue of the Merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be the close of business on September 30, 2002, pursuant to Section 607.1105 of the Florida Business Corporation Act.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

6. Exchange of Shares. On the Effective Date of the Merger, each issued share of the Merged Corporation shall be cancelled due to the fact that the sole Shareholder of the Merged Corporation is also the sole Shareholder of and owns all of the stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

9. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The sole Shareholder of the Merged Corporation and the Surviving Corporation has authorized the Board of Directors of each Corporation to amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State, without further action of the Shareholder.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

WITNESSES:

Beverly Wilson
Barbara J. Blum

WALDEN GREENE DEVELOPERS, INC.,
a Florida corporation

By: Joel F. Dennison
Joel F. Dennison, President

Beverly Wilson
Barbara J. Blum

ATTITUDE LAND DEVELOPERS, INC.,
a Florida corporation

By: Joel F. Dennison
Joel F. Dennison, President