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Florida Department of State
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MERGER OR SHARE EXCHANGE

G.W.D., LLC

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DIVISION OF CORPORATIONS

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**ARTICLES OF MERGER OF
G.W.D., Inc. a Florida Corporation
INTO
G.W.D., LLC, a Florida Limited Liability Company**

Pursuant to FSA § 607.1105, 608.4381 and 608.4382, the entities described herein, desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the Entity surviving the Merger is: G.W.D., LLC

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ARTICLE II

The date that the surviving entity first became qualified to do business in the State of Florida was April 28, 2000.

ARTICLE III

The name of the nonsurviving corporation is: G.W.D., Inc.

996 98227

The date of incorporation of the nonsurviving corporation is December 5, 1996.

ARTICLE IV

The Plan of Merger, containing the information required by FSA §607.1101, 608.4381 and 608.4382, is set forth in Exhibit A, which is attached hereto and made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving entity was as follows: Unanimous adoption by the members.

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows: Unanimous Vote by the Shareholders

ARTICLE VII

These Articles of Merger will be effective upon filing.

Date: 25 April 2000

SURVIVING ENTITY: G.W.D., LLC


ROSS W. ADAMS, Managing Member

NONSURVIVING CORPORATION: G.W.D., INC.


ROSS W. ADAMS, President

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PLAN OF MERGER

Merger between G.W.D., LLC a Florida Limited Liability Company (hereinafter referred to as the "Surviving Entity"), and G.W.D., INC., a Florida corporation (hereinafter referred to as the "Merged Corporation"). This merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101, 608.4381 and 608.4302, Florida Statutes.

1. Conversion of Shares.

a. Upon the Effective Date, all shares of the Merged Corporation's outstanding common stock shall be converted into Interests in the Surviving Entity in accordance with this Plan.

b. Upon the Effective Date, all Interests the Surviving Entity shall be owned by Members.

2. **Satisfaction of Rights of Merged Corporations Shareholders.** All Interests of the Surviving Entity into which shares of the Merged Corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. **Effect of Merger.** On the Effective Date, the separate existence of the Merged Corporation shall cease, and the Surviving Entity shall be fully vested in the Merged Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities and duties, all as more particularly set forth in §607.1106, 608.4381 and 607.4382 Florida Statutes.

4. **Supplemental Action.** If at any time after the Effective Date, Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances of further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Entity or Merged Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Entity, 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 the Surviving Entity, or to otherwise carry out the provisions of the Plan.

5. **Filing with the Florida Department of State and Effective Date.** Surviving Entity and Merged Corporation shall cause their respective President or Chairman to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Entity to the Florida Department of State. In accordance with §607.1106, 608.4381 and 608.4302, Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing.

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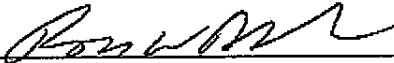
6. Termination. At any time before the Effective Date (whether before or after filing of the Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both corporations.

IN WITNESS WHEREOF, the parties have set their hands this 25th day of April, 2000.

G.W.D., LLC a Florida Limited Liability Company

By: 

Ross W. Adams, Member



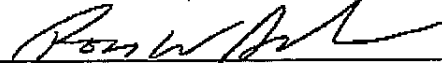
Ross W. Adams, Member

"Surviving Entity"

G.W.D., INC., a Florida corporation

By: 

Ross W. Adams, President



Ross W. Adams, Shareholder

"Merged Corporation"

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