

Sep-05-02 02:58 am

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GREAT HORSE GIFTS, LLC

LO2-21545

Certificate of Status	0
Certified Copy	1
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80.00

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ARTICLES OF MERGER

OF

GREAT HORSE GIFTS, LLC,
a Florida limited liability company

AND

GREAT HORSE GIFTS, LLC,
a Florida limited liability company

INTO

GREAT HORSE GIFTS, LLC,
a Florida limited liability company

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Pursuant to the provisions of the Florida Business Corporation Act GREAT HORSE GIFTS, LLC, and GREAT HORSE GIFTS, LLC do hereby adopt the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging GREAT HORSE GIFTS, LLC, with and into GREAT HORSE GIFTS, LLC as approved by the Members of each on August 31, 2002 and approved and adopted by the Members of each by written consent of August 31, 2002.

2. GREAT HORSE GIFTS, LLC, a Florida limited liability company, shall be the surviving entity. The principal executive offices of the surviving entity are at 8815 Conroy Windermere Road, Suite 333, Orlando, Florida 32835-3129.

3. The merger is permitted by the laws of the State of Florida and has been authorized in compliance with said laws.

4. The effective time and date of the merger herein provided for in the State of Florida shall be as of the time and date of the filing of these Articles of Merger.

5. The Managing Member of Great Horse Gifts, LLC is Galen Miller whose business address is 8815 Conroy Windermere Road, Suite 333, Orlando, Florida 32835-3129.

Executed on August 31, 2002.

GREAT HORSE GIFTS, LLC

By:

Name: Galen Miller

Title: Managing Member

GREAT HORSE GIFTS, LLC

By:

Name: Galen Miller

Title: Managing Member

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Sep-05-02 02:59pm From-BAKER&HOSTETLER, LLP

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Merger Agreement") is entered into this ___ day of August, 2002, by and among GREAT HORSE GIFTS, LLC, a Florida limited liability company ("Great Horse 1"), and GREAT HORSE GIFTS, LLC, a Florida limited liability company ("Great Horse 2")

WITNESSETH:

WHEREAS, Great Horse 1 is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida having Document Number L02000000793 and

WHEREAS, Great Horse 2 is a limited liability company duly organized and validly existing under the laws of the State of Florida having Fax Audit Number H02000184277; and

WHEREAS, the respective Members of Great Horse 1 and Great Horse 2 deem it advisable and in the best interests of such companies that a reorganization of the corporate structure of such companies as herein contemplated be consummated; and in accordance therewith, that Great Horse 1 be merged with and into Great Horse 2 (the "Merger"), with Great Horse 2 as the surviving company (in its capacity as surviving company, Great Horse 2 is hereinafter sometimes referred to as the "Surviving Company"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act"); and

WHEREAS, the respective Members, including the Managing Member of each of Great Horse 1 and Great Horse 2 have approved and adopted this Agreement and the merger described herein by written consent dated August 2, 2002; and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger in such other details and provisions as are deemed necessary or advisable, the parties hereby agree as follows:

**ARTICLE I
THE MERGER**

1.1. Merger. Subject to the terms and conditions of this Merger Agreement, and in accordance with the provisions of the Florida Act, at the Effective Date (as hereinafter defined), Great Horse 1 shall be merged with and into Great Horse 2, the separate existence of Great Horse 1 shall cease, Great Horse 2 shall be the Surviving Company and shall continue its existence under the laws of the State of Florida.

1.2. Continuation of Corporate Existence. Except as may otherwise be set forth herein, the corporate existence and identity of Great Horse 2, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of Great Horse 1 with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of Great Horse 2 and the Surviving Company shall be vested fully therewith and the separate corporate existence and identity of Great Horse 1 shall thereafter cease, except to the extent continued by statute.

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TALLAHASSEE, FLORIDA

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1.3. Effective Date. The Merger shall become effective as of the date and time on which this Merger Agreement and the appropriate Articles of Merger are filed with the Secretary of State of the State of Florida, as required by the Florida Act (hereinbefore and hereinafter called the "Effective Date").

**ARTICLE II
ARTICLES OF INCORPORATION, BYLAWS AND
DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION**

2.1. Managing Member. The Managing Member of the Surviving Company shall be Galen Miller.


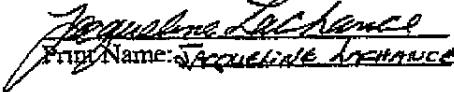
**ARTICLE III
CONVERSION AND EXCHANGE OF MEMBERSHIP INTERESTS**

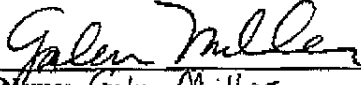
3.1. Conversion and Cancellation of Shares. As of the Effective Date, membership interests in Great Horse 1 issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, become membership interests in Great Horse 2.

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

GREAT HORSE 1:


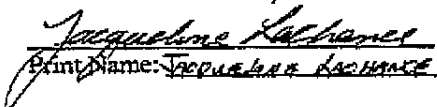
GREAT HORSE GIFTS, LLC



Print Name: Wendy Anderson

Print Name: Jacqueline Lechance

By: 
Print Name: Galen Miller
Title: Owner Managing Member

GREAT HORSE 2:

GREAT HORSE GIFTS, LLC


Print Name: Wendy Anderson

Print Name: Jacqueline Lechance

By: 
Print Name: Galen Miller
Title: Owner Managing Member

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TALLAHASSEE
FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GREAT HORSE GIFTS, LLC, a Florida entity, L02000000793

INTO

GREAT HORSE GIFTS, LLC, a Florida entity, L02000021545

File date: September 5, 2002

Corporate Specialist: Tammi Cline