

P000000006910

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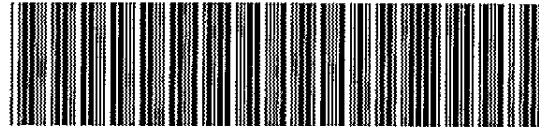
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02 DEC 16 AM 7:57
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FALLS CHURCH, VA

merger
T. Lewis 1/6/03

SALVER & MUSSMAN, P.A.
ATTORNEYS AT LAW
5881 N.W. 151st Street
Suite 101
Miami Lakes, Florida 33014

Paul Salver
Jay D. Mussman

December 15, 2002

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

Re: *Kendallcom, Corp. merger into Class Action Equine Leasing, Inc.*

Dear Sir or Madam:

Please find enclosed Articles of Merger and Plan of Merger for the above stated merger which is to become effective on December 20, 2002. Also enclosed is our check in the amount of \$70.00 representing the filing fee for the above.

Thank you very much for your assistance in this matter and should you need any additional information, please feel free to contact me.

Very truly yours,


Paul Salver

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

KENDALLCOM CORP., a Florida entity, P94000004395

INTO

CLASS ACTION EQUINE LEASING, INC., a Florida entity, P00000006910.

File date: December 16, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

FILED
02 DEC 16 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, Chapter 607, the undersigned Corporations do hereby adopt the following Articles of Merger for purposes of merging. **Kendallcom, Corp.**, a Florida Corporation into **Class Action Equine Leasing, Inc.**, a Florida Corporation, as the Surviving Corporation.

1. **Parties to Merger.** The undersigned Corporations being validly and legally formed under the Laws of the State of Florida have adopted these Articles of Merger and Plan of Merger of even date herewith. All of the shareholders and directors of both Corporations have unanimously approved the Articles of Merger and Plan of Merger on December 13, 2002.

2. **Surviving Corporation.** The name of the Surviving Corporation is **Class Action Equine Leasing, Inc.**

3. **Merger.** Kendallcom, Corp. shall be merged into Class Action Equine Leasing, Inc. as of the Effective Date of these Articles.

4. **Effect of Merger.** On the Effective Date of the Merger, the separate existence of Kendallcom, Corp. shall cease and all of its property, rights, privileges and franchises, of whatsoever nature and description shall be transferred to, vested in and devolve upon the Surviving Corporation, subject to the liabilities and obligations of Kendallcom, Corp. which liabilities and obligations the Surviving Corporation shall assume without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Corporation to evidence such transfer, vesting, or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Kendallcom, Corp. by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

5. **Exchange of Stock.** On the Effective Date of the Merger, the 1,000 issued and outstanding shares of the common stock of Kendallcom, Corp. which represents the total number of the authorized shares of common stock of Class Action Equine Leasing, Inc. prior to the Merger, shall be canceled. The shareholders of Class Action Equine Leasing, Inc. shall immediately thereafter remain as the 100% shareholders of the remaining, merged corporation.

6. **Attributes of Surviving Corporation.** The Articles of Incorporation of Class Action Equine Leasing, Inc. as in effect on the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation and shall not be amended by this Merger in any respect.

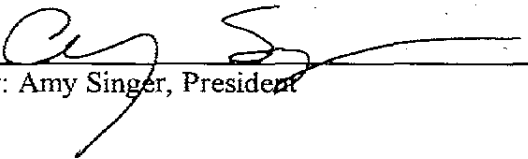
7. **Articles of Merger.** These Articles of Merger have been executed by the Presidents of Kendallcom, Corp. and Class Action Equine Leasing, Inc. respectively in
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accordance with the provisions of Florida Law and shall be filed with the Florida Department of State.

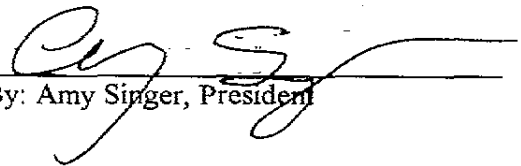
8. **Effective Date.** The Effective Date of the Merger is December 20, 2002.

Executed this 13th day of December, 2002.

KENDALLCOM, Corp.


By: Amy Singer, President

CLASS ACTION EQUINE LEASING, INC.


By: Amy Singer, President