

P00000009150

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

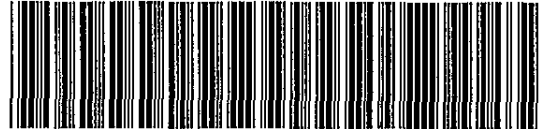
(Business Entity Name)

(Document Number)

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05 MAR 15 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/15/05-01034--010 **70.00

Merger
KLB
4/18/05



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 23, 2005

JONATHAN LEINWAND
JONATHAN D. LEINWAND, P.A.
12955 BISCAYNE BLVD., SUITE 402
NORTH MIAMI, FL 33181

SUBJECT: EDESSO, INC.
Ref. Number: P0000009150

We have received your document for EDESSO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of 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) 245-6880.

Karen Gibson
Document Specialist

Letter Number: 505A00019906

RECEIVED
05 APR 15 AM 9:21
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EDESSO INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan Leinwand
(Name of person)

Jonathan D. Leinwand, P.A.
(Name of firm/company)

12955 Biscayne Blvd., Suite 402
(Address)

North Miami, FL 33181
(City/state and zip code)

For further information concerning this matter, please call:

Jonathan Leinwand at (305) 981-4524
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Edesso Inc.	Florida	P0000009150
_____	_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
LandPartners of America, Inc.	Florida	P02000097488
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 8, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 8, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1101, Florida Statutes (F.S.), is being submitted in accordance with section(s) 607.11081, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the **surviving** corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
<u>Edesso, Inc.</u>	<u>FL</u>

SECOND: The name and jurisdiction of each of the **merging** corporations are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<u>LandPartners of America, Inc.</u>	<u>FL</u>

THIRD: The terms and conditions of the merger are as follows:

In accordance the requirements of applicable law, LandPartners of America, Inc. (hereinafter "LPA") shall be merged with and into Edesso, Inc (hereinafter "Edesso"). Edesso shall be the surviving corporation (hereinafter sometimes the "Surviving Corporation") and the separate existence of LPA shall cease when the Merger shall become effective. Consummation of the Merger shall be upon the following terms and subject to the following conditions:

(a) *Corporate Existence.*

(1) At the Effective Date, the Surviving Corporation shall continue its corporate existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes in action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; and (iii) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation.

(2) At the Effective Date, (i) the Articles of Incorporation and the By-laws of the Surviving Corporation, as existing immediately prior to the Effective Date, shall be and remain the Articles of Incorporation and By-Laws of the Surviving Corporation; with the exception that **the name of the Surviving Corporation shall be changed to and hereby becomes "LandPartners of America, Inc."** (ii) the members of the Board of Directors of the Surviving

Corporation holding office immediately prior to the Effective Date shall remain as the members of the Board of Directors of the Surviving Corporation (if on or after the Effective Date a vacancy exists on the Board of Directors of the Surviving Corporation, such vacancy may thereafter be filled in a manner provided by applicable law and the By-laws of the Surviving Corporation); and (iii) until the Board of Directors of the Surviving Corporation shall otherwise determine, all persons who hold offices of the Surviving Corporation at the Effective Date shall continue to hold the same offices of the Surviving Corporation.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Common Shares: The Common Shares of LPA shall be converted into an equal number of Common Shares of Edesso.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no rights to acquire any interests, shares, obligations or other securities.