

P 000 000 10883

TRRI, INC.
4827 HIGHLANDS PLACE DRIVE
LAKELAND, FL 33813
(863) 646-5813

FILED
00 FEB 28 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 24, 2000

Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

100003150131--4
-02/28/00--01141--001
*****78.75 *****78.75

Re: Articles of Merger - TRRI, INC.

Dear Sir or Madam:

Enclosed are the original Articles of Merger of Treasure Rockhound Ranches, Inc. with and into TRRI, Inc. along with the Agreement and Plan of Merger. I have also enclosed a check for \$78.75 to cover the filing fees and a certified copy.

Please give me a call if you have any questions.

Sincerely,



Donald R. Mastropietro
President

Encls.

Merger
3-9-00
DMS

ARTICLES OF MERGER
Merger Sheet

MERGING:

TREASURE/ROCKHOUND RANCHES, INC., a Texas corporation,
F97000004037

INTO

TRRI, INC., a Florida entity, P00000010883

File date: February 28, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
of
TREASURE/ROCKHOUND RANCHES, INC.
with and into
TRRI, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRRI, Inc., a Florida corporation, and Treasure/Rockhound Ranches, Inc., a Texas corporation (collectively the "Constituent Corporations"), acting in compliance with the provisions of Florida Statutes Section 607.1104, hereby certify as follows:

1. The Board of Directors of each of the Constituent Corporations has approved a plan of merger. A copy of the Agreement and Plan of Merger, dated February 1, 2000, setting forth the terms of the merger, is attached hereto as Exhibit "A" and made a part hereof.
2. The effective date of the merger shall be the date these Articles of Merger are filed with the Florida Secretary of State.
3. The merger was adopted and approved by the Board of Directors of each of the Constituent Corporations on February 1, 2000.
4. The merger was adopted and approved by a majority of the shareholders of each of the Constituent Corporations on February 1, 2000.

Effective: February 1, 2000

TREASURE/ROCKHOUND RANCHES, INC.

By: 
Richard J. Diamond, President

TRRI, INC.

By: 
Donald R. Mastropietro, President

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Agreement") dated as of February 1, 2000, by and between TRRI, Inc., a Florida corporation ("TRRI") and Treasure/Rockhound Ranches, Inc., a Texas corporation ("Treasure Rockhound").

BACKGROUND INFORMATION

The Board of Directors of each of TRRI and Treasure/Rockhound, by affirmative vote of a majority of the members of each such board convened to consider and act upon such issue or by unanimous written consent of the members of the Board of Directors, has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that Treasure/Rockhound be merged into TRRI, at the conclusion of which TRRI shall remain as the surviving or resulting entity and the corporation existence of Treasure/Rockhound shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this Agreement. Accordingly, in consideration of the representations, covenants, agreements and other provisions set forth herein, Treasure/Rockhound and TRRI (collectively the "Constituent Corporations") hereby agree to effect a statutory merger of their respective corporate entities as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of Florida Statutes Section 607.1104, at the Effective Date (as defined below), Treasure Rockhound shall be merged with and into TRRI (the "Merger") and TRRI shall constitute the surviving and resulting corporation of such Merger (TRRI being hereinafter sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of Treasure/Rockhound shall cease and TRRI shall continue its corporate existence pursuant to the laws of the State of Florida.

2. Effective Date. The Merger shall become effective on the date the Articles of Merger reflecting the Merger are filed with the Florida Secretary of State (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. Terms of the Merger. Upon the Effective Date of the Merger, all of the issued and outstanding shares of the common capital stock of Treasure/Rockhound shall be deemed canceled and voided.

6. Articles of Incorporation. The Articles of Incorporation of TRRI in effect immediately prior to the Effective Date shall continue and be the Articles of Incorporation of the Surviving Corporation.

7. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original.

In witness whereof, Treasure/Rockhound and TRRI have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized as of the date first written above.

TREASURE/ROCKHOUND RANCHES, INC.

By: 

Richard J. Diamond, President
and Assistant Secretary

~~SENTRY ACCOUNTING, INC.~~

TRRI, Inc.

By: 

Donald R. Mastropietro, President
and Secretary

