

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P00000039801

FILED
00 MAY -2 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS
DATE: 5-2-00
REF. #: 0150
CORP. NAME: Forestville Acquisition Corp.

300003235123--8
-05/02/00--01052--005
*****78.75 *****78.75

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 71646 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COULLETTE MAY 2 2000

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

RECEIVED
00 MAY -2 AM 11:00
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE FORESTVILLE CORPORATION, a Florida corporation, K44255

INTO

FORESTVILLE ACQUISITION CORP., a Florida entity, P00000039801

File date: May 2, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
THE FORESTVILLE CORPORATION
INTO
FORESTVILLE ACQUISITION CORP.**

Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), THE FORESTVILLE CORPORATION, a Florida corporation (the "Non-Surviving Corporation") and FORESTVILLE ACQUISITION CORP., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporation with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the board of directors and the shareholders the Non-Surviving Corporation by unanimous written consent as of April 28, 2000, and by the board of directors and the shareholders of the Survivor by unanimous written consent as of April 28, 2000, all in accordance with the provisions of Section 607.1103 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 28 day of April, 2000.

THE FORESTVILLE CORPORATION

David H. Shopay
Signature

David H. Shopay, Pres
Print Name and Title

FORESTVILLE ACQUISITION CORP.

David H. Shopay, Pres.
By: David Shopay, President

FILED
00 MAY - 2 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated April 28, 2000, between THE FORESTVILLE CORPORATION, a Florida corporation, (the "Non-Surviving Corporation") and FORESTVILLE ACQUISITION CORP., a Florida corporation (the "Surviving Corporation" or "FORESTVILLE").

The Non-Surviving Corporation and FORESTVILLE desire to effect the statutory merger of the Non-Surviving Corporation with and into FORESTVILLE, with FORESTVILLE to survive such merger.

1. **Constituent Corporations.** The Non-Surviving Corporation and FORESTVILLE shall be parties to the merger (the "Merger") of the Non-Surviving Corporation with and into FORESTVILLE.

2. **Terms and Conditions of Merger.** The Non-Surviving Corporation (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into FORESTVILLE, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, FORESTVILLE shall assume the obligations of the Constituent Corporation.

3. **Capital Stock.** Upon the Effective Date, the Common Stock of the Non-Surviving Corporation presently issued and outstanding shall automatically be converted into the right to receive _____ shares of Cornwall Holdings, Inc., a Florida corporation, the parent company of FORESTVILLE.

4. **Articles of Incorporation.** The Articles of Incorporation of FORESTVILLE as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of FORESTVILLE as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of FORESTVILLE in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until

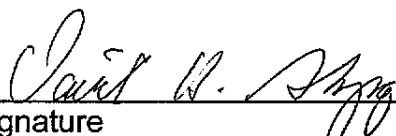
their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

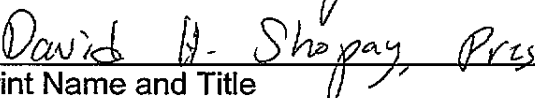
8. **Amendment of Plan of Merger.** The Board of Directors of each of the Non-Surviving Corporation and FORESTVILLE is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of date written above.

THE FORESTVILLE CORPORATION

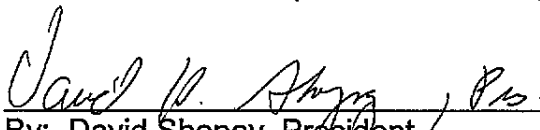


Signature



Print Name and Title

FORESTVILLE ACQUISITION CORP.



By: David Shopay, President