

P000000089598

(Requestor's Name)

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(Business Entity Name)

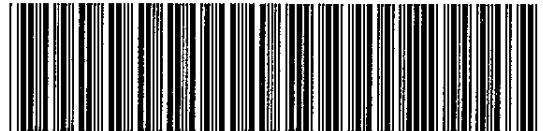
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12/30/02--01032--011 **70.00

RECEIVED
02 DEC 30 AM 10:47
DIVISION OF CORPORATION

FILED
02 DEC 30 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN DEC 30 2002

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 12-30-02 Kelly ☺

____ CERTIFIED COPY _____

____ CUS _____

✓ ____ PHOTO COPY _____

✓ ____ FILING _____

Merger

1.) Ashley m^c Call Scott, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

\$70.00

SPECIAL INSTRUCTIONS _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

ASHLEY MCCALL SCOTT, INC., a Florida entity, P00000089598

INTO

ASHLEY MCCALL SCOTT MERGER CORP., a California entity not qualified in
Florida.

File date: December 30, 2002

Corporate Specialist: Teresa Brown

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)
ASHLEY McCALL SCOTT MERGER CORP.	CALIFORNIA	N/A

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ASHLEY McCALL SCOTT, INC.	FLORIDA	P00000089598

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.

Fifth: Adoption of Merger by **surviving** corporation -

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 18, 2002.

Sixth: Adoption of Merger by **merging** corporation -

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 18, 2002.

FILED
02 DEC 30 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

ASHLEY McCALL SCOTT MERGER CORP.



Ashley McCall Scott, as its President

ASHLEY McCALL SCOTT MERGER CORP.



Mark Friedman, as its Secretary

ASHLEY McCALL SCOTT, INC.



Ashley McCall Scott, as its President

ASHLEY McCALL SCOTT, INC.



Mark Friedman, as its Secretary

**AGREEMENT OF MERGER
AND PLAN OF REORGANIZATION**

This Agreement of Merger is entered into by and between ASHLEY McCALL SCOTT MERGER CORP., a California corporation (herein "Surviving Corporation"), and ASHLEY McCALL SCOTT, INC., a Florida corporation (herein "Merging Corporation").

1. The parties intend by this Agreement to set forth the terms and conditions of reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.
2. Merging Corporation shall be merged into Surviving Corporation.
3. The outstanding shares of Merging Corporation shall be canceled, and no shares of Surviving Corporation shall be issued in exchange therefor.
4. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
5. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the 18th day of December, 2002.

ASHLEY McCALL SCOTT MERGER CORP.,
a California corporation

By: _____

Ashley McCall Scott,
as its President

By: _____

Mark Friedman,
as its Secretary

ASHLEY McCALL SCOTT, INC.,
a Florida corporation

By: _____

Ashley McCall Scott,
as its President

By: _____

Mark Friedman,
as its Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

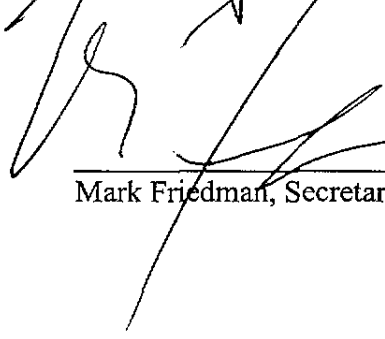
Ashley McCall Scott and Mark Friedman hereby certify that:

1. They are the President and the Secretary, respectively, of ASHLEY McCALL SCOTT, INC., a Florida corporation (the "Corporation").
2. The Agreement of Merger in the form attached hereto was duly approved by the Sole Shareholder and Director of the Corporation.
3. The Shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares, and the number of shares outstanding is One Hundred (100).

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 18, 2002



Ashley McCall Scott, President

Mark Friedman, Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Ashley McCall Scott and Mark Friedman hereby certify that:

1. They are the President and the Secretary, respectively, of ASHLEY McCALL SCOTT MERGER CORP., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached hereto was duly approved by the Sole Shareholder and Director of the Corporation.
3. The Shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares, and the number of shares outstanding is One Thousand (1000).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 18, 2002



Ashley McCall Scott, President



Mark Friedman, Secretary