

P00000106879

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

MJR ENTERPRISES OF NORTH FLORIDA, INC.

Certificate of Status	1
Certified Copy	0
Page Count	8 03
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Merger
KRP-19
B

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MJR ENTERPRISES, INC., a Louisiana corporation, not qualified in Florida

INTO

MJR ENTERPRISES OF NORTH FLORIDA, INC., a Florida entity,
P00000106879

File date: December 19, 2000

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 19, 2000

MJR ENTERPRISES OF NORTH FLORIDA, INC.
2305 KILLEARN CENTER BLVD. APT. C-52
TALLAHASSEE, FL 32308

SUBJECT: MJR ENTERPRISES OF NORTH FLORIDA, INC.
REF: P00000106879

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE ACCEPT MY APOLOGIES FOR NOT HAVING MENTIONED THIS, BUT THE NEW NAME OF THE SURVIVOR "WILBERST DEVELOPERS, INC." IS NOT AVAILABLE.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: R00000065573
Letter Number: 700A00063593



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 19, 2000

MJR ENTERPRISES OF NORTH FLORIDA, INC.
2305 KILLEARN CENTER BLVD. APT. C-52
TALLAHASSEE, FL 32308

SUBJECT: MJR ENTERPRISES OF NORTH FLORIDA, INC.
REF: PD00000106879

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE CORRECT THE CORPORATE NAME IN THE ARTICLES OF MERGER TO INCLUDE " , INC."

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000065573
Letter Number: 600A00063575



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 18, 2000

3JR ENTERPRISES OF NORTH FLORIDA, INC.
2305 KILLEARN CENTER BLVD. APT. C-52
TALLAHASSEE, FL 32308

SUBJECT: MJR ENTERPRISES OF NORTH FLORIDA, INC.
REF: P00000106879

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

IF THE DOCUMENT SUBMITTED CONSTITUTES THE ARTICLES AND THE PLAN, PLEASE RETITLE THE DOCUMENT "ARTICLES AND PLAN OF MERGER".

PLEASE ADD A SENTENCE TO B. THIS SHOULD STATE THAT A NEW REGISTERED AGENT SHOULD BE DESIGNATED PURSUANT TO THE CERTIFICATE ATTACHED.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000065573
Letter Number: 400A00063411

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STATE OF FLORIDA
ARTICLES OF MERGER
OF

MJR ENTERPRISES, INC., a Louisiana corporation
INTO

MJR ENTERPRISES OF NORTH FLORIDA, INC., a Florida corporation

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger was approved and adopted by the sole director and sole shareholder of MJR Enterprises of North Florida, Inc., a Florida corporation (the "Surviving Corporation") on December 15, 2000, in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was approved and adopted by the sole director and sole shareholder of MJR Enterprises, Inc., a Louisiana corporation on December 15, 2000 in accordance with the laws of the State of Louisiana.

SECOND: The effective date of these Articles of Merger shall be 5:00 P.M., December 1, 2000, ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.

b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law. A new Registered Agent has been designated, pursuant to the attached Certificate hereto.

c. The currently issued and outstanding 100 shares of common stock of the Surviving Corporation owned by Kenneth Meeks and Sharon Meeks, as tenants by the entirety, the sole stockholder of Surviving Corporation prior to the Merger, shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

Prepared by:
Michael G. Little, Esquire
911 Chestnut Street
Clearwater, FL 33756
727-461-1818
FL Bar No. 861677

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TALLAHASSEE, FLORIDA

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d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes.

Signed this 15th day of December, 2000.

SURVIVING CORPORATION:

**MJR ENTERPRISES OF NORTH
FLORIDA**, a Florida corporation

By: 
Kenneth Meeks, President

MERGING CORPORATION:

MJR ENTERPRISES, INC.
a Florida corporation

By: 
Kenneth Meeks, President

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, the Surviving Corporation, MJR ENTERPRISES OF NORTH FLORIDA, INC., a Florida corporation, hereby designates Kenneth M. Meeks, located at 2305 Killearn Center Boulevard, Suite C-52, Tallahassee, Florida 32308, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


KENNETH M. MEEKS

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 15th day of December, 2000, and shall be effective as of December 1, 2000, by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

MJR ENTERPRISES OF NORTH FLORIDA, INC., a Florida corporation (the "Surviving Corporation").

Date of incorporation: November 15, 2000

II - MERGED CORPORATION

MJR ENTERPRISES, INC., a Louisiana corporation ("Merged Corporation").

Date of incorporation: March 17, 1992

WITNESSETH:

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Louisiana. Its respective date of incorporation is described above;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merged Corporation and the Surviving Corporation are owned by the same shareholders.

WHEREAS, the Merged Corporation desires to change its state of incorporation to the State of Florida and desires to accomplish this by merging into the Surviving;

WHEREAS, the respective Boards of Directors and Stockholders of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

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WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors and Stockholders of the Merged Corporation as prescribed by the Louisiana Business Corporation Act;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the entire outstanding capital stock of the Merged Corporation and the Surviving Corporation is held as follows:

<u>Name of Corporation</u>	<u>Stockholder</u>	<u>Shares Held</u>
MJR ENTERPRISES OF NORTH FLORIDA, INC., a Florida corporation	Kenneth M. Meeks and Sharon R. Meeks, as tenants by the entirety	100
MJR ENTERPRISES, INC., a Louisiana corporation	Kenneth M. Meeks and Sharon R. Meeks, as tenants by the entirety	100

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, and in accordance with the laws of the State of Louisiana that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merged Corporation and the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not

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by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be MJR Enterprises of North Florida, Inc. The Certificate of Incorporation of the Surviving Corporation as amended herein, shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

OFFICERS AND DIRECTORS OF SURVIVING CORPORATION

The Officers and Directors of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

Directors: Kenneth M. Meeks and Sharon R. Meeks

Officers: Kenneth M. Meeks President

Sharon R. Meeks Vice President/Secretary/Treasurer

ARTICLE V
MANNER OF CONVERTING SHARES

The manner of converting the stock of the Merged Corporation and the Surviving Corporation upon the Merger becoming effective shall be as follows:

- A. Each share of common stock of the Merged Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be canceled.
- B. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merged Corporation and the Surviving Corporation.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT
OF SURVIVING CORPORATION

The registered office and registered agent of the Surviving Corporation set forth in the Surviving Corporation's Articles of Incorporation are hereby amended as follows:

Kenneth M. Meeks

2305 Killearn Center Boulevard
Suite C-52
Tallahassee, Florida 32308

ARTICLE VII
APPROVAL OF MERGER BY SHAREHOLDERS AND DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the shareholders and directors of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on December 15, 2000, and shall be effective as of December 1, 2000.

ARTICLE VIII
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTORS OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Merged Corporation, as provided by Chapter 607 of the laws of the State of Louisiana, on December 15, 2000, and shall be effective as of December 1, 2000.

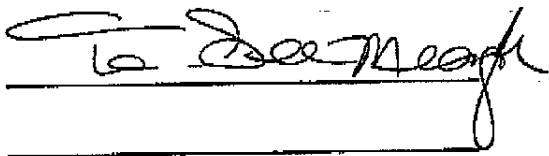
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ARTICLE IX
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of December 1, 2000, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

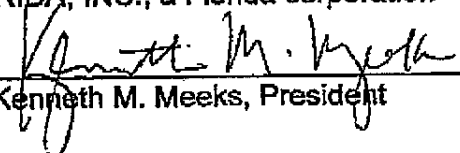
IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

WITNESSES:



SURVIVING CORPORATION:

MJR ENTERPRISES OF NORTH
FLORIDA, INC., a Florida corporation

By: 
Kenneth M. Meeks, President

MERGED CORPORATION:

MJR ENTERPRISES, INC.,
a Florida corporation

By: 
Kenneth M. Meeks, President

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