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(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

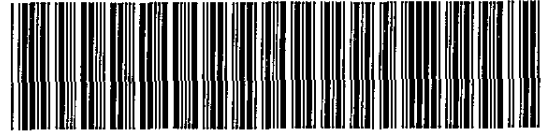
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06 JAN -3 AM 9:37

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AR
1/3/05

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Terry's Tree Service, Inc.

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☐ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☒ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier

ARTICLES OF MERGER OF
TERRY'S TREE SERVICE, INC.,
a Florida corporation

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are TERRY'S TREE SERVICE, INC., a Florida corporation, and BRADENTON TREE SERVICE, INC., a Florida corporation. TERRY'S TREE SERVICE, INC. is the surviving corporation.

2. On November 2, 2005, the plan of merger attached hereto as Exhibit "A" was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

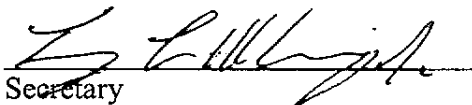
3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

NAME OF CORPORATION	TOTAL NUMBER OF SHARES OUTSTANDING	DESIGNATION OF CLASS	NUMBER OF SHARES ENTITLED TO VOTE
Terry's Tree Service, Inc.	100	Common	100
Bradenton Tree Service, Inc.	500	Common	500

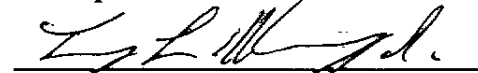
4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

NAME OF CORPORATION	TOTAL VOTED FOR	TOTAL VOTED AGAINST
Terry's Tree Service, Inc.	100	- 0 -
Bradenton Tree Service, Inc.	500	- 0 -

Dated: 11/2/05

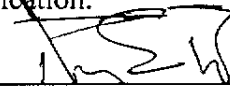

Secretary
[corporate seal]

TERRY'S TREE SERVICE, INC.
a Florida corporation

By: 
Its: Terry L. McKamey, Jr., President

STATE OF FLORIDA
COUNTY OF MANATEE

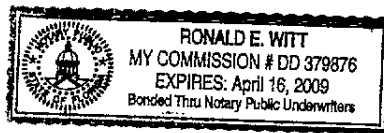
The foregoing instrument was acknowledged and sworn to before me this 2nd day of November, 2005, by TERRY L. MC KAMEY, JR., President of TERRY'S TREE SERVICE, Inc., a Florida corporation, who is personally known to me or who has produced N/A as identification.


NOTARY PUBLIC

Printed Name: RONALD E WITT

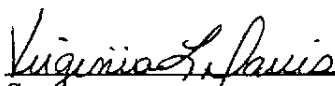
MY COMMISSION EXPIRES:

(SEAL)



Dated: 11/2/05

BRADENTON TREE SERVICE, INC.
a Florida corporation


Secretary
[corporate seal]

By: 
Its: Lucas G. Davis, President

STATE OF FLORIDA
COUNTY OF MANATEE

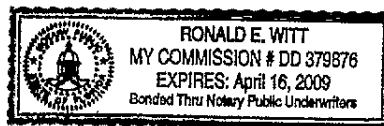
The foregoing instrument was acknowledged and sworn to before me this 2nd day of November, 2005, by LUCAS G. DAVIS, President and Secretary of Bradenton Tree Service, Inc., a Florida corporation, who is personally known to me or who has produced N/A as identification.


NOTARY PUBLIC

Printed Name: RONALD E WITT

MY COMMISSION EXPIRES:

(SEAL)



PLAN OF MERGER

Plan of Merger dated November 2, 2005, between TERRY'S TREE SERVICE, INC., a Florida corporation, referred to as the surviving corporation, and BRADENTON TREE SERVICE, INC., a Florida corporation, referred to as the absorbed corporation.

STIPULATIONS

A. Surviving corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 22771 Fuller Road, Bradenton, Florida 34211.

B. Surviving corporation has a capitalization of 250,000 authorized shares of \$.01 par value common stock, of which 100 shares are issued and outstanding.

C. Absorbed corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2904 45th Street East, Bradenton, Florida 34208.

D. Absorbed corporation has a capitalization of 1000 authorized shares of -0- par value common stock of which 500 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that BRADENTON TREE SERVICE, INC. be merged into TERRY'S TREE SERVICE, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

SECTION ONE. Merger. Absorbed corporation shall merge with and into TERRY'S TREE SERVICE, INC. , which shall be the surviving corporation.

SECTION TWO. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation

is as follows: (a) Five shares of the -0- par value common stock of absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one share of the \$.01 value common stock of surviving corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger. (b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests. (c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

SECTION FOUR. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION EIGHT. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 31, 2005, or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION NINE. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Department of State.

SECTION TEN. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either of the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

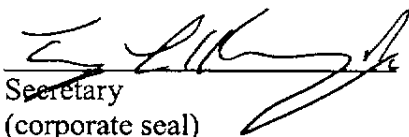
(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 31, 2005; or

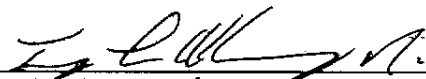
(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

SECTION ELEVEN. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

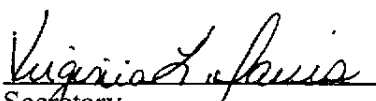
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.


TERRY'S TREE SERVICE, INC.
a Florida corporation


Secretary
(corporate seal)

By: 
Its: Terry L. McKenney, Jr., President

BRADENTON TREE SERVICE, INC.
a Florida corporation


Secretary
(corporate seal)

By: 
Its: Lucas G. Davis, President