

P010000043641

MANNING, FULTON & SKINNER, P.A.

ATTORNEYS AT LAW

RALEIGH, NORTH CAROLINA

FILED

01 MAY 10 PM 12:09

GLENWOOD PLAZA

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27612

P.O. Box 20389

ZIP CODE 27619-0389

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AREA CODE 919

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May 9, 2001

Florida Secretary of State  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Tredwood; Articles of Merger; Our File 11983-G25696

200004193192--2  
-05/10/01--01073--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern:

Enclosed you will find Articles of Merger for the above to be filed with your office along with a check in the amount of \$70.00 (\$35.00 for each entity). After completion, please remit any correspondence to my attention at the above address. If you should have any questions or concerns, please do not hesitate to contact me.

Thank you for your assistance with this matter.

Sincerely yours,

MANNING, FULTON & SKINNER, P.A.

*Natalie J. Kouly*  
Natalie J. Kouly  
Legal Assistant

*Merger  
5-17-01  
ms*

njk  
290346

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TREDWOOD, LTD., a North Carolina corporation not qualified in Florida

INTO

**TREDWOOD, INC.**, a Florida entity, P01000043641.

File date: May 10, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER  
OF  
TREDWOOD, LTD.,  
A NORTH CAROLINA CORPORATION  
AND  
TREDWOOD, INC.,  
A FLORIDA CORPORATION

**FILED**  
01 MAY 10 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. The attached Plan of Merger is the Plan of Merger for merging TREDWOOD, LTD., a North Carolina corporation ("Constituent Corporation") with and into TREDWOOD, INC., a Florida corporation ("Surviving Corporation").

2. The merger of the Constituent Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of the Constituent Corporation was April 30, 2001.

3. The shareholders of the Surviving Corporation entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on April 30, 2001

3. The shareholders of the Constituent Corporation entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 P.M. on May 31, 2001.

Executed on this the 30<sup>th</sup> day of April, 2001.

TREDWOOD, LTD.,  
a North Carolina corporation

By: P. M. Knoll  
P. MICHAEL KNULL, President

TREDWOOD, INC.,  
a Florida corporation

By: P. M. Knoll  
P. MICHAEL KNULL, President

PLAN OF MERGER  
OF  
TREDWOOD, LTD.,  
a NORTH CAROLINA CORPORATION,  
WITH AND INTO  
TREDWOOD, INC.,  
A FLORIDA CORPORATION

A. Pursuant to the terms and conditions of this Plan, TREDWOOD, LTD., a North Carolina corporation, shall be merged with and into TREDWOOD, INC., a Florida corporation, and the corporate existence of TREDWOOD, LTD., a North Carolina corporation (hereinafter referred to as the "Constituent Corporation"), shall cease, and the corporate existence of TREDWOOD, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation"), shall continue.

B. The Surviving Corporation shall have, use, and operate under the name of TREDWOOD, INC. and it shall be a corporation organized and governed by the laws of the State of Florida.

C. Upon and after the Effective Time (defined hereafter) of the merger, all of the assets and properties (real, personal, mixed, tangible, intangible, and every other kind and description and wheresoever situated) of the Constituent Corporation shall be and become the assets and properties of the Surviving Corporation, and title thereto shall be deemed to be vested without further act or deed, in the Surviving Corporation just as effectually as such title was vested in the Constituent Corporation.

D. Upon and after the Effective Time of the merger, all debts, liabilities, obligations, and duties of the Constituent Corporation shall be assumed by the Surviving Corporation; and thenceforth the Surviving Corporation shall be responsible, without limitation as to amount, for such debts, liabilities, obligations and duties just as fully and to the same extent as if such debts, liabilities, obligations, and duties had been originally incurred or contracted by the Surviving Corporation.

E. As of the Effective Time of the merger, the terms and conditions of the merger are as follows:

(1) All of the shares of Common Stock of the Constituent Corporation then issued and outstanding shall be converted into shares of Common Stock of the Surviving Corporation on a one (1) for one (1) basis, such that immediately following the merger the two hundred (200) outstanding shares of common stock of the Constituent Corporation shall have been converted to two hundred (200) outstanding shares of common stock of the Surviving Corporation. No other changes shall occur in the capital stock of the Surviving Corporation by reason of the merger.

(2) There will be no changes effected by the merger in the Articles of Incorporation of the Surviving Corporation.

(3) The merger shall be effective at 11:59:59 P.M. on May 31, 2001.

(4) The issued and outstanding stock of the Constituent Corporation consists of two hundred (200) shares of Common Stock, each of which is entitled to one vote as to the merger. There are no voting groups entitled to vote separately on the matter of the merger.

(5) The issued and outstanding stock of the Surviving Corporation consists of twenty (20) shares of Common Stock, each of which is entitled to one vote as to the merger. There are no voting groups entitled to vote separately on the matter of the merger.

(6) The Boards of Directors of the Constituent Corporation and the Surviving Corporation each shall approve the foregoing Plan of Merger, and then such Plan shall be submitted to a vote of the shareholders of each corporation after any notice duly given as required by statute or appropriate waiver thereof.

(7) The Constituent Corporation and the Surviving Corporation intend for this merger to qualify as both an A Reorganization and an F Reorganization under Internal Revenue Code Section 368(a)(1), as a statutory merger under the laws of the States of North Carolina and Florida, and as a mere change in place of organization of one corporation within the meaning of Code Section 368(a)(1)(F).

IN WITNESS WHEREOF, the Constituent Corporation and the Surviving Corporation have caused this instrument to be executed by their duly authorized officers, all by authority of their Boards of Directors duly given, this the 30<sup>th</sup> day of April, 2001.

TREDWOOD, LTD.,  
a North Carolina corporation

By: P. Michael Knoll  
P. MICHAEL KNULL, President

TREDWOOD, INC.,  
a Florida corporation

By: P. Michael Knoll  
P. MICHAEL KNULL, President