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*merger  
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07/17/06--01048--021 \*\*122.50

*Effective date  
7-31-06*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 JUL 17 PM 1:20

FILED

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SBD International Inc  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carl M Nurse

(Name of person)

SBD International Inc

(Name of firm/company)

6464 N W 5th Way

(Address)

Miami Florida 33309

(City/state and zip code)

For further information concerning this matter, please call:

Carl M Nurse

(Name of person)

at ( 954 ) 489 2962

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## 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:

Name

Jurisdiction

Document Number

(If known/ applicable)

SBD International Inc

Nevada

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

Name

Jurisdiction

Document Number

(If known/ applicable)

SiteWorks Building & Development Co,

*Florida*

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**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.

**OR** 07 / 31 / 06 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
June 1, 2006 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
June 1, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SBD International Inc

                    

Carl M Nurse, president

SiteWorksBuilding &amp; Develc



Carl M Nurse CEO

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

SBD International Inc

Nevada

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

Name

Jurisdiction

SiteWorks Building & Development Co.,

Florida

**Third:** The terms and conditions of the merger are as follows:

All SiteWorks Building & Development Co., common stock, approximately 213,000,000 will be exchanged by the Transfer agent of record (Spartan ) for shares in SBD International in a ratio of 25 common siteworks shares for 1 common SBD share.

Preferred Class A and Class B shares will be exchanged in a one to one ratio.

All contracts and all other obligations of SiteWorks Building & Development Co .Florida will survive the merger.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All SiteWorks Building & Development Co., common stock will be exchanged by the Transfer agent of record for shares in SBD International in a ratio of 25 common siteworks shares for 1 common SBD share.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

SBD International Inc will be authorized to issue preferred A, in the amount of 20,000,000, par value .0001 converted into common at a ratio of eighty to one (80 to 1) and one (1) Preferred A shall have voting rights equivalent to 80 common shares.

Preferred B shares, par value 1.00 shall be converted for the equivalent value of common (\$1.00 worth of common)

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Corporate Address will be :  
6464 NW 5th Way  
Ft. Lauderdale Florida 33309

Address for service:

1117 Desert Lane, Suite 1646. Las Vegas NV 89102

SiteWorks Building & Development Co. Florida will survive the merger as a subsidiary company