

P01000079541

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**Hayes & Associates, P.A.**

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Dennis E. Hayes  
Admitted to Florida and Georgia Bars

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March 3, 2004

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Merger of GreenTree Printing, Inc. - P01000095038  
into GreenTree Associates, Incorporated - P01000079541**

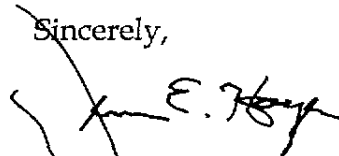
Dear Sir:

Enclosed you will find an original and one copy of the Articles and Plan of Merger to merge GreenTree Printing, Inc. [P01000095038] into GreenTree Associates, Incorporated [P01000079541] together with our check for \$78.75 to cover your charges as follows:

Filing Fee for GreenTree Printing, Inc.	\$	35.00
Filing Fee for GreenTree Associates, Incorporated	\$	35.00
Fee for Certified Copy of Articles of Merger	\$	8.75
<b>TOTAL</b>	<b>\$</b>	<b>78.75</b>

Please file the original Articles and Plan of Merger, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Sincerely,

  
Dennis E. Hayes

DEH:nb  
Enclosures  
cc: Michael E. Nichols

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

## **ARTICLES AND PLAN OF MERGER**

### **Merger of GreenTree Printing, Inc. into GreenTree Associates, Incorporated**

GreenTree Printing, Inc., a Florida corporation, and GreenTree Associates, Incorporated, a Florida corporation, enter into and hereby adopt the following Articles and Plan of Merger for the purpose of merging GreenTree Printing, Inc. into GreenTree Associates, Incorporated, a Florida corporation.

#### **ARTICLE I**

GreenTree Printing, Inc. and GreenTree Associates, Incorporated hereby agree that, effective January 1, 2004, GreenTree Printing, Inc. shall be merged into GreenTree Associates, Incorporated.

#### **ARTICLE II**

GreenTree Associates, Incorporated shall be the surviving corporation of this merger and shall utilize the name GreenTree Associates, Incorporated after the merger (hereinafter sometimes called "surviving corporation").

#### **ARTICLE III**

The manner and basis of exchanging and converting the issued and outstanding stock of GreenTree Printing, Inc. and GreenTree Associates, Incorporated are as follows:

(a) Each share of issued and outstanding Common stock (\$1.00 par value) of GreenTree Printing, Inc. shall be surrendered and cancelled and shares of common stock of GreenTree Associates, Incorporated, the surviving corporation, after the

merger shall be held in the following amounts by the shareholders of GreenTree Associates, Incorporated.

<u>Name</u>	<u>Shares Issued</u>
Michael E. Nichols	100 shares

#### **ARTICLE IV**

These Articles and Plan of Merger were duly and unanimously adopted and approved by the boards of directors and stockholders of GreenTree Printing, Inc. and GreenTree Associates, Incorporated, respectively, as follows:

- (a) By Written Consent by all the Stockholders of GreenTree Printing, Inc. dated the 1<sup>st</sup> day of January, 2004.
- (b) By Written Consent by all of the Board of Directors of GreenTree Associates, Incorporated dated the 1<sup>st</sup> day of January, 2004.
- (c) By Joint Special Meeting of the Stockholders and Directors of GreenTree Printing, Inc. held on the 1<sup>st</sup> day of January, 2004.
- (d) By Joint Special Meeting of the Stockholders and Directors of GreenTree Associates, Incorporated held on the 1<sup>st</sup> day of January, 2004.

#### **ARTICLE V**

The plan of merger is as follows:

- (a) The Articles of Incorporation of GreenTree Associates, Incorporated, as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Incorporation of surviving corporation following the merger.
- (b) The bylaws of GreenTree Associates, Incorporated as such bylaws exist on the effective date of the merger, shall remain and be the bylaws of surviving

corporation following the merger until altered, amended or repealed in accordance with the provisions thereof or in accordance with the provisions of Florida law.

(c) The directors of GreenTree Associates, Incorporated as of the effective date of the merger shall continue in office until the next annual meeting of the stockholders of surviving corporation, or until the same shall be sooner removed or replaced in accordance with the provisions of Florida law.

(d) The officers of GreenTree Associates, Incorporated as of the effective date of the merger shall continue in office until the next regular meeting of the board of directors, or until sooner removed or replaced in accordance with the provisions of Florida law.

(e) The outstanding shares of common stock in GreenTree Printing, Inc. immediately prior to the effective date of the merger shall be cancelled in accordance with the provisions of the foregoing Article III of these Articles and Plan of Merger.

(f) On the effective date of the merger, the separate existence of GreenTree Printing, Inc. shall cease (except to the extent expressly continued by laws of Florida), and all of its property, rights, privileges, contracts and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon surviving corporation, without further act or deed.

(g) At any time following the effective date of the merger, upon the request of the officers of surviving corporation, the officers of GreenTree Printing, Inc. immediately prior to the effective date of the merger shall execute such confirmatory deeds, assignments, or other like instruments as may be deemed necessary, appropriate or helpful to surviving corporation in evidencing the transfer and vesting of property, rights and

privileges from GreenTree Printing, Inc. to surviving corporation in connection with the merger.

(h) The effective date of the merger shall be January 1, 2004.

**IN WITNESS WHEREOF**, the undersigned officers of GreenTree Printing, Inc. and GreenTree Associates, Incorporated, respectively, have executed these Articles and Plan of Merger pursuant to authority duly vested in them by the board of directors and stockholders, respectively, of each of said parties.

Signed, sealed and delivered  
in the presence of:

GREENTREE PRINTING, INC.

Rebecca L. Ellis  
\_\_\_\_\_  
Rebecca L. Ellis  
Printed or Typed Name  
Uplanda Scabboi  
\_\_\_\_\_  
Uplanda Scabboi  
Printed or Typed Name

By: [Signature]  
Michael E. Nichols  
Its President  
Attest: [Signature]  
Michael E. Nichols  
Its Secretary

[Corporate Seal]

GREENTREE ASSOCIATES, INCORPORATED

Rebecca L. Ellis  
\_\_\_\_\_  
Rebecca L. Ellis  
Printed or Typed Name  
Uplanda Scabboi  
\_\_\_\_\_  
Uplanda Scabboi  
Printed or Typed Name

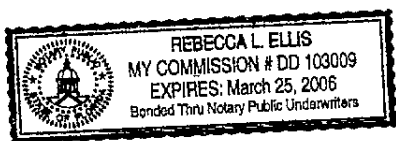
By: [Signature]  
Michael E. Nichols  
Its President  
Attest: [Signature]  
Michael E. Nichols  
Its Secretary

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, personally appeared **Michael E. Nichols** (✓) to me well known and known to me to be the individual described in or ( ) who presented his drivers licenses or other identification \_\_\_\_\_ and who executed the foregoing instrument as President and Secretary of **GreenTree Printing, Inc.** and he acknowledged to and before me that he executed such instrument as such officers of said corporation and that the instrument is the free act and deed of said corporation.

Witness my hand and official seal this 01 day of MARCH 2004.



Rebecca L. Ellis  
Notary Public, State of Florida at Large.

My Commission expires: 26 MARCH 06

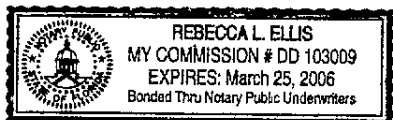
Rebecca L. Ellis  
Type or Print name of notary

DD103009  
Commission No.

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, personally appeared **Michael E. Nichols** (✓) to me well known and known to me to be the individual described in or ( ) who presented his drivers licenses or other identification \_\_\_\_\_ and who executed the foregoing instrument as President and Secretary of **GreenTree Associates, Incorporated** and he acknowledged to and before me that he executed such instrument as such officers of said corporation and that the instrument is the free act and deed of said corporation.

Witness my hand and official seal this 01 day of MARCH, 2004.



Rebecca L. Ellis  
Notary Public, State of Florida at Large.

My Commission expires: 26 MARCH 06

Rebecca L. Ellis  
Type or Print name of notary

DD103009  
Commission No.