

PO1000/00039

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

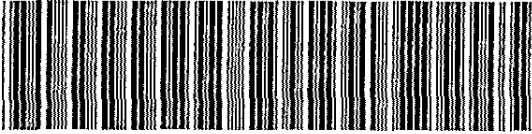
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600048301416

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2005 MAR 23 PM 3:43

03/23/05--01053--009 **70.00

Merger

TS
3/29

Holland+Knight

Tel 703 720 8600
Fax 703 720 8610

Holland & Knight LLP
1600 Tysons Boulevard
Suite 700
McLean, VA 22102-4867
www.hklaw.com

Lauri Pizzano Haught
703 720 8643
lauri.pizzanohaught@hklaw.com

March 15, 2005

VIA UPS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger

Dear Sir or Madam:

Enclosed please find Articles of Merger of Home Depot Incentives, Inc. with and into Home Depot Incentives, Inc. for filing with the Department of State along with the filing fee of \$70 (\$35 per party).

Please contact me at the number listed above if you have any questions.

Sincerely,
Holland & Knight LLP



Lauri Pizzano Haught
Paralegal

Enclosures

2693085_v1

FILED#8
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 MAR 23 PM 3:43

ARTICLES OF MERGER

OF

HOME DEPOT INCENTIVES, INC., a Florida corporation

WITH AND INTO

HOME DEPOT INCENTIVES, INC., a Virginia corporation

The following articles of merger are being submitted in accordance with Section 607.1109, Florida Statutes.

FIRST: The name and jurisdiction of the surviving party are as follows:

<u>Name and Address</u>	<u>Jurisdiction/Entity Type</u>
Home Depot Incentives, Inc. 2455 Paces Ferry Road Atlanta, Georgia 30339-4024	a Virginia corporation

SECOND: The name and jurisdiction for each merging party are as follows:

<u>Name and Address</u>	<u>Jurisdiction/Entity Type</u>
Home Depot Incentives, Inc. 2455 Paces Ferry Road Atlanta, Georgia 30339-4024	a Virginia corporation

Home Depot Incentives, Inc. 2455 Paces Ferry Road Atlanta, Georgia 30339-4024	a Florida corporation
---	-----------------------

THIRD: The Plan of Merger is attached hereto as Annex 1.

FOURTH: The attached Plan of Merger was adopted by the Boards of Directors and Shareholders of each party to the merger by written consent on February 25, 2005.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

(Signatures are on following page.)

SIXTH: Signatures For Each Party:

HOME DEPOT INCENTIVES, INC., a Florida corporation

By: *Ellen Patricia Dracos*
Ellen Patricia Dracos, President



HOME DEPOT INCENTIVES, INC., a Virginia corporation

By: *Ellen Patricia Dracos*
Ellen Patricia Dracos, President

ANNEX 1

PLAN OF MERGER

OF

HOME DEPOT INCENTIVES, INC., a Florida corporation

WITH AND INTO

HOME DEPOT INCENTIVES, INC., a Virginia corporation

PLAN OF MERGER adopted by Home Depot Incentives, Inc., a business corporation organized under the laws of the State of Florida ("**HDI-FL**"), by resolutions of its Board of Directors and shareholders on February 25, 2005, and adopted by Home Depot Incentives, Inc., a business corporation organized under the laws of the Commonwealth of Virginia ("**HDI-VA**"), by resolutions of its Board of Directors and shareholders on February 25, 2005. The name and jurisdiction of the surviving corporation into which HDI-FL plans to merge is Home Depot Incentives, Inc., a Virginia corporation. The names of the corporations planning to merge are:

Home Depot Incentives, Inc., 2455 Paces Ferry Road, Atlanta, Georgia 30339-4024, a business corporation organized under the laws of the State of Florida, and

Home Depot Incentives, Inc., 2455 Paces Ferry Road, Atlanta, Georgia 30339-4024, a business corporation organized under the laws of the Commonwealth of Virginia.

1. HDI-FL and HDI-VA shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Virginia Stock Corporation Act, be merged with and into a single corporation, to wit, HDI-VA, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Virginia Stock Corporation Act. The separate existence of HDI-FL, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the

surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors and officers or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation shall, at the effective time and date of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the Florida Business Corporation Act and the Virginia Stock Corporation Act, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Virginia Stock Corporation Act and the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the Florida Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Virginia Stock Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the Commonwealth of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.