

P02000095391

TRANSMITTAL LETTER

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

SUBJECT: NEAL-HAASKIVI DESIGNS, INC.
(Name of surviving corporation)

FILED
02 OCT -2 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed merger and fee (\$70.00) are submitted for filing.

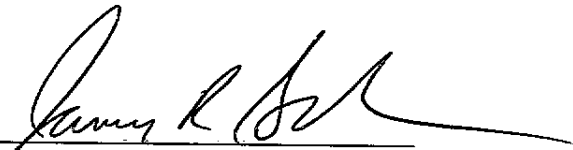
Please return all correspondence concerning this matter to the following:

James R. Schier
Neal-Haaskivi Designs, Inc.
3711 Cortez Road West
Bradenton, FL 34210

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-10/02/02--01060--007
*****70.00 *****70.00

For further information concerning this matter, please call:

James R. Schier
at (941) 328-1040


James R. Schier

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

VILLAGE DESIGNS, INC., A FLORIDA CORPORATION, K35050

INTO

NEAL-HAASKIVI DESIGNS, INC., a Florida entity, P02000095391.

File date: October 2, 2002

Corporate Specialist: Pamela Smith

ARTICLES OF MERGER

FILED

02 OCT -2 PM 1:25

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

NEAL-HAASKIVI DESIGNS, INC., a Florida corporation
3711 Cortez Road West
Bradenton, FL 34210
Florida Document/Registration Number: P02000095391
FEI Number: 05-0529231

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

VILLAGE DESIGNS, INC., a Florida corporation
3711 Cortez Road West
Bradenton, FL 34210
Florida Document/Registration Number: K35050
FEI Number: 65-0077667

THIRD: The Plan of Merger is attached.

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

FIFTH: Adoption of the Merger by surviving corporation-

The Plan of Merger was adopted by the board of directors on September 12, 2002 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporations -

The Plan of Merger was adopted by the board of directors on September 18, 2002 and shareholder approval was not required.

SEVENTH: SIGNATURE(S) FOR EACH CORPORATION:

NEAL-HAASKIVI DESIGNS, INC., a
Florida corporation

By: Charlene J. Neal
Charlene J. Neal, President

VILLAGE DESIGNS, INC., a Florida
corporation

By: Charlene J. Neal
Charlene J. Neal, President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger, is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction.

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

NEAL-HAASKIVI DESIGNS, INC., a Florida corporation.

SECOND: The exact name and jurisdiction of each **merging** party are as follows:

VILLAGE DESIGNS, INC., a Florida corporation.

THIRD: The terms and conditions of the merger are as follows:

- a. The articles of incorporation of NEAL-HAASKIVI DESIGNS, INC. shall continue to be its articles of incorporation following the effective date of the merger, until the same shall be altered or amended.
- b. The bylaws of NEAL-HAASKIVI DESIGNS, INC. shall be and remain the bylaws of the surviving corporation until altered, amended or repealed.
- c. The officers and directors of NEAL-HAASKIVI DESIGNS, INC. in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of NEAL-HAASKIVI DESIGNS, INC. for the term elected until their respective successors shall be elected or appointed and qualified.
- d. On the effective date of the merger, NEAL-HAASKIVI DESIGNS, INC. shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature and shall be subject to all of the restrictions, disabilities and duties of the other parties to the merger; and all of the property, real, personal and mixed and all debts due on whatever account, and all other choices in action and all and every other interest of or belonging to or due to the other parties to the merger shall be deemed to be transferred to and vested in NEAL-HAASKIVI DESIGNS, INC. without further act or deed, and the title to any property or any interest therein, vested in the other parties to the merger shall not revert or be in any way impaired by reason of the merger.
- e. On the effective date of the merger, NEAL-HAASKIVI DESIGNS, INC. shall be deemed responsible and liable for all the liabilities and obligations of the other parties to the merger; and any claims existing by or against the other parties to the merger may be prosecuted to judgment as if the merger had not taken place, or NEAL-HAASKIVI DESIGNS, INC. may be substituted in place of such other party to the merger. The rights of the creditors shall not be impaired by this merger. NEAL-HAASKIVI DESIGNS, INC. shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the subsidiary corporation.

- f. On the effective date of the merger, VILLAGE DESIGNS, INC. shall cease to exist as a Florida corporation.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

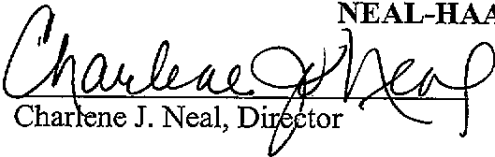
NEAL-HAASKIVI DESIGNS, INC. at present owns all of the outstanding shares of stock of VILLAGE DESIGNS, INC. On the effective date of the merger, all the outstanding shares of stock of VILLAGE DESIGNS, INC. shall be surrendered and canceled. The shares of common stock of NEAL-HAASKIVI DESIGNS, INC., whether authorized or issued on the effective date of the merger, shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new shares of stock be issued by reason of this merger.

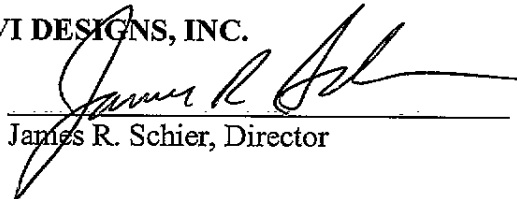
FIFTH: Other provisions relating to the merger:

- a. NEAL-HAASKIVI DESIGNS, INC. shall pay all the expenses of accomplishing the merger.
- b. If at any time NEAL-HAASKIVI DESIGNS, INC. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in NEAL-HAASKIVI DESIGNS, INC. the title to any property or rights of the other parties to the merger or to otherwise carry out the provisions hereof, the proper officers and directors of the other parties to the merger as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in NEAL-HAASKIVI DESIGNS, INC. and to otherwise carry out the provisions hereof.
- c. At any time prior to the filing the articles of merger with the Secretary of State of Florida, the proposed merger may be abandoned by NEAL-HAASKIVI DESIGNS, INC.
- d. NEAL-HAASKIVI DESIGNS, INC. as the sole shareholder of VILLAGE DESIGNS, INC. hereby waives the notice required by section 607.1103(4), Florida Statutes. Approval of the merger by the shareholders of NEAL-HAASKIVI DESIGNS, INC. is not necessary because section 607.1103(7), Florida Statutes, applies. This Plan of Merger shall be filed in the records of each party hereto.

IN WITNESS WHEREOF, the directors of NEAL-HAASKIVI DESIGNS, INC. and the directors of VILLAGE DESIGNS, INC. have executed this plan of merger under their respective corporate seals this 18th day of September, 2002.

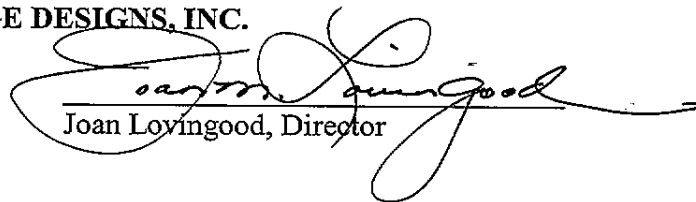
NEAL-HAASKIVI DESIGNS, INC.


Charlene J. Neal, Director


James R. Schier, Director

VILLAGE DESIGNS, INC.


Charlene J. Neal, Director


Joan Lovingood, Director