

P03000042049

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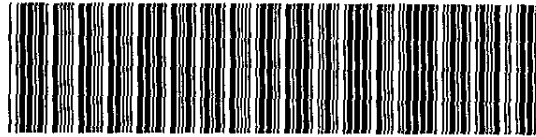
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

cc

Menger
08/29/05

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CHASE WARNER, INC.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JACK C. GILLIS, JR.

(Name of person)

CHASE WARNER, INC.

(Name of firm/company)

13237 MONTFORT DR., PMB 814

(Address)

DALLAS, TX 75240

(City/state and zip code)

For further information concerning this matter, please call:

JACK GILLIS

(Name of person)

at (

214

)

991-6033

(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 Corporation)

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TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S., and the Wyoming Business Corporation Act, sections 17-16-1101 through 17-16-1107, W.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CHASE WARNER, INC.	Florida	P03000042049

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CHASE WARNER, INC.	Florida	P03000042049
PRASIDIUM PROPERTIES, INC.	Wyoming	2005-00487553

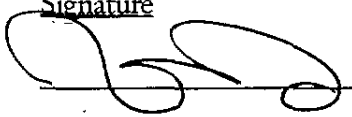
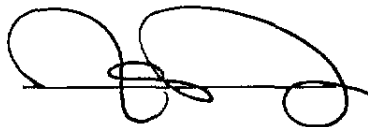
Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on August 23, 2005.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporations on August 23, 2005.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed Name & Title</u>
CHASE WARNER, INC.		Jack Gillis, President
PRASIDIUM PROPERTIES, INC.		Jack Gillis, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1101, F.S., and the Wyoming Business Corporation Act, sections 17-16-1101 through 17-16-1107, W.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CHASE WARNER, INC.	Florida	P03000042049

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CHASE WARNER, INC.	Florida	P03000042049
PRASIDIUM PROPERTIES, INC.	Wyoming	2005-00487553

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

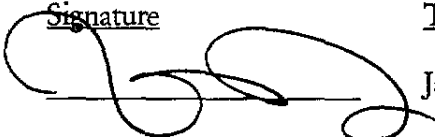
Chase Warner, Inc., as surviving corporation, shall receive title in and to 100% of any and all assets, and assume 100% of all outstanding liabilities of Prasidium Properties, Inc., in exchange the shareholders of which shall receive 50% of interest in and to the surviving corporation.

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: An equal number of shares of the surviving corporation shall be issued pro rata to the shareholders of the merging corporations so that the shareholders of each merging corporation shall hold 50% of the issued and outstanding voting shares of the surviving corporation.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on August 23, 2005.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporations on August 23, 2005.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed Name & Title</u>
CHASE WARNER, INC.		Jack Gillis, President

PRASIDIUM PROPERTIES, INC.

A handwritten signature in black ink, consisting of several loops and a horizontal line at the end, positioned over a horizontal line.

Jack Gillis, President