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Florida Department of State
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RESUBMIT

((H05000290810 3)))

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To:

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Fax Number : (850) 205-0380

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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ASHWOOD DEVELOPMENT COMPANY

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nlc 12/22



December 23, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CSC

SUBJECT: ASHWOOD DEVELOPMENT COMPANY
REF:

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

Please correct the "Agreement and Plan of Merger" to delete reference to "Articles of Organization". Also, because the surviving corporation is a foreign non qualified corporation, it is not necessary to attach "Amended and Restated Articles".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

FAX Aud. #: H05000290810
Letter Number: 805A00073365

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DIVISION OF CORPORATIONS
05 DEC 22 PM 4:26**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with sections 607.1107 and 607.1105 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each entity party to the merger are as follows:

EFFECTIVE DATE

21-01-06

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ashwood Development Company of Florida 1440 Dutch Valley Place, Suite 100 Atlanta, Georgia 30324	Florida	Corporation
Ashwood Development Company 1440 Dutch Valley Place, Suite 100 Atlanta, Georgia 30324	Georgia	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ashwood Development Company 1440 Dutch Valley Place, Suite 100 Atlanta, Georgia 30324	Georgia	Corporation

THIRD: The attached Agreement and Plan of Merger has been approved by each domestic corporation that is a party to the merger by Unanimous Written Consent of the Shareholders on December 20, 2005 of such corporation, in accordance with the applicable provisions of the Florida Business Corporation Act.

FOURTH: The attached Agreement and Plan of Merger has been approved by each other business entity that is a party to the merger by Unanimous Written Consent of the Shareholders of such corporation on December 20, 2005, in accordance with the applicable laws of the state, county or jurisdiction under which such other business entity was incorporated.

FIFTH: [INTENTIONALLY OMITTED].

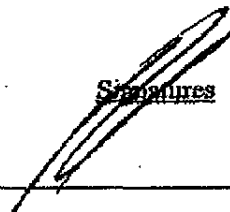
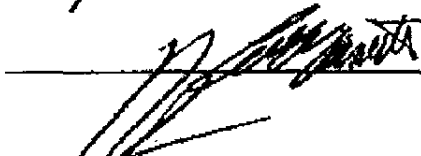
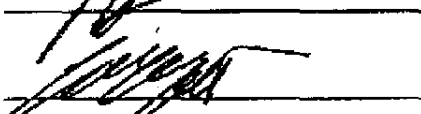

SIXTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a part to the merger.

SEVENTH: The surviving entity has agreed to promptly pay to the dissenting shareholders, if any, of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302 of the Florida Business Corporation Act.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and these Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction..

NINTH: These Articles of Merger shall be effective as of 12:01 AM on January 1, 2006.

TENTH: Signatures for each party:

<u>Name of Entity</u>	<u>Name and Title of Individuals</u>	<u>Signatures</u>
Ashwood Development Company of Florida	Michael A. Grimsley, Shareholder and President	
	T. Cole Forsyth, Shareholder and Vice President	
Ashwood Development Company	Michael A. Grimsley, Shareholder and President	
	T. Cole Forsyth, Shareholder and Vice President	

AGREEMENT AND PLAN OF MERGER

[See Attached]

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 1st day of January, 2006 (this "Agreement"), between Ashwood Development Company, a Georgia corporation and Ashwood Development Company of Florida, a Florida corporation, said entities being herein sometimes collectively referred to as the "Constituent Corporations."

RECITALS

1. Each of the Constituent Corporations desires to merge into a single corporation;
2. Ashwood Development Company has authorized capital consisting of One Hundred Thousand (100,000) shares of common stock having no par value; and
3. Ashwood Development Company of Florida has authorized capital consisting of Ten Thousand (10,000) shares of common stock having no par value.

PLAN

B. *Corporations Participating In Merger.*

Ashwood Development Company of Florida, a Florida corporation (the "Merging Corporation"), will merge with and into Ashwood Development Company, a Georgia corporation. Ashwood Development Company will be the surviving corporation (the "Surviving Corporation").

C. *Name of Surviving Corporation.*

After the merger, the Surviving Corporation will have the name "Ashwood Holding Company".

D. *Merger.*

The merger of the Merging Corporation into the Surviving Corporation (the "Merger") will be effected pursuant to the terms and conditions of this Plan. Upon the Merger becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the Merger becomes effective is hereinafter referred to as the "Effective Time."

E. *Treatment of Shares.*

At the Effective Time, the shares of the corporations participating in the Merger will be treated as follows:

1. Surviving Corporation. All the shares of the Surviving Corporation that were outstanding immediately prior to the Effective Time shall remain outstanding.

2. Merging Corporation. All the shares of the Merging Corporations, whether outstanding, treasury or otherwise, immediately prior to the Effective Time, will terminate and be cancelled and have no further rights or obligations, without any further action required by any holder thereof.

F. *Abandonment.*

After approval of this Plan by the directors and shareholders of each of the Merging Corporation and Surviving Corporation, at any time prior to the Effective Time, the board of directors of either the Merging Corporation or Surviving Corporation may, in their discretion, abandon the merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, pursuant to the approval and authority duly given by resolutions unanimously adopted by the board of directors of each of the Merging Corporation and the Surviving Corporation have caused this Agreement to be executed, as the respective act, deed and agreement of said Constituent Corporations as of the 1st day of January, 2006 and state that the facts contained herein are true.

ASHWOOD DEVELOPMENT COMPANY.
a Georgia corporation

By: _____

Name: Philip Krimstein

Title: President

ASHWOOD DEVELOPMENT COMPANY OF
FLORIDA.
a Florida corporation

By: _____

Name: Philip Krimstein

Title: President