

PO3000104120

Division of Corporations

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MERGER OR SHARE EXCHANGE

INDCREEK PROPERTIES, INC.

Certificate of Status	0
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TALLAHASSEE FLORIDA

Articles of Merger
(Profit corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 807.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Indecreek Properties, Inc.	Florida	P03000104120

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Maple Way Realty Corporation	Illinois	61488848

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.

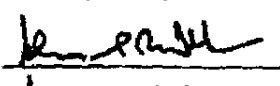

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 22, 2004.

Sixth: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on October 22, 2004.

Seventh: Signatures for each corporations:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed Name of Individual & Title</u>
Indecreek Properties, Inc.		John P. McNabola, Director
Maple Way Realty Corporation		John P. McNabola, Director

**WRITTEN CONSENT OF
THE SOLE SHAREHOLDER OF
MAPLE WAY REALTY CORPORATION**

- an Illinois corporation -

November 2, 2004

The undersigned, being the sole shareholder of Maple Way Realty Corporation, an Illinois corporation (the "Corporation"), hereby consents to and adopts the following resolutions:

Approval of Merger Agreement

WHEREAS, it is deemed to be in the best interests of the Corporation to merge into Indcreek Properties, Inc., a Florida corporation ("Surviving Corporation");

WHEREAS, the sole shareholder has received and reviewed a draft of a proposed Plan of Merger and Articles of Merger (collectively, the "Agreement") between the Corporation and the Surviving Corporation; and

WHEREAS, the sole shareholder has deemed it to be in the best interests of the shareholder of the Corporation and the Corporation to enter into the Agreement and to consummate the transactions contemplated thereby.


NOW, THEREFORE, BE IT HEREBY RESOLVED, that the shareholders and the officers of the Corporation be, and they each hereby are, authorized, empowered and directed, for and on behalf of the Corporation, to merge with the Surviving Corporation subject to the terms of the Agreement and substantially in the form of the Agreement attached hereto including, but not limited to, the following provisions: (i) the outstanding shares of the Corporation shall be canceled and (ii) upon surrender by the shareholder of the Corporation to the Surviving Corporation of the certificate representing the shares of the Corporation owned by the shareholder and the surrender by the Corporation to the Surviving Corporation of the certificate representing the shares of the Surviving Corporation owned by the Corporation, the Surviving Corporation shall cancel the shares formerly owned by the Corporation; and be it

RESOLVED FURTHER, that the officers of the Corporation be, and they each hereby are, authorized, directed and

empowered to do or cause to be done all such acts or things and sign and deliver all such documents, including, without limitation, the Agreement, as such officer(s) may deem advisable or necessary in order to carry out and perform the purposes of these resolutions including, without limitation, the taking of any and all actions required or contemplated by the Agreement.

The foregoing action is taken by the written consent of the sole shareholder of the Corporation acting without a meeting and such action shall be deemed taken as of the date first set forth above.

INDCREEK PROPERTIES, INC.

By: 
John P. McNabola
Director

WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
INDCREEK PROPERTIES, INC.

- a Florida corporation -

November 2, 2004

The undersigned, being the sole shareholder of Indcreek Properties, Inc., a Florida corporation (the "Corporation"), hereby consents to and adopts the following resolutions:

Approval of Merger Agreement

WHEREAS, it is deemed to be in the best interests of the Corporation to merge Maple Way Realty Corp., an Illinois corporation ("Merging Corporation") with and into itself;

WHEREAS, the sole shareholder has received and reviewed a draft of a proposed Agreement of Merger and Plan of Merger (collectively, the "Agreement") between the Corporation and the Merging Corporation; and

WHEREAS, it is deemed to be in the best interests of the Corporation to enter into the Agreement and to consummate the transactions contemplated thereby.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the officers of the Corporation be, and they each hereby are, authorized, empowered and directed, for and on behalf of the Corporation, to merge with the Merging Corporation subject to the terms of the Agreement and substantially in the form of the Agreement attached hereto including, but not limited to, the following provisions:

- (i) the outstanding shares of the Merging Corporation shall be canceled, and

RESOLVED FURTHER, that the officers of the Corporation be, and they each hereby are, authorized, directed and empowered to do or cause to be done all such acts or things and sign and deliver all such documents, including, without limitation, the Agreement, as such officer(s) may deem advisable or necessary in order to carry out and perform the purposes of these resolutions including, without limitation, the taking of any and all actions required or contemplated by the Agreement.

The foregoing action is taken by the written consent of the sole shareholder of the Corporation acting without a meeting and such action shall be deemed taken as of the date first set forth above.

Globe Partners Limited

By: 

John P. McNabola
Director

PLAN of MERGER
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.2202, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
INDCREEK PROPERTIES, INC.	FLORIDA

The name and jurisdiction of each subsidiary corporation.

<u>Name</u>	<u>Jurisdiction</u>
MAPLE WAY REALTY CORPORATION	ILLINOIS

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquiring shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective time of the merger, Maple Way Realty Corporation shall be merged with and into Indcreek Properties, Inc. with Indcreek Properties, Inc. as the surviving corporation and the separate corporate existence of Maple Way Realty Corporation shall cease. At the effective time of the merger, by virtue of the merger and without any action on the part of the holder thereof, each then outstanding share of Maple Way Realty Corporation common stock shall be cancelled. At and after the effective time of the merger, all of the outstanding certificates which immediately prior to the effective time of the merger evidenced shares of Maple Way Realty Corporation common stock shall be deemed for all purposes to be cancelled.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificate is as follows: not applicable

If applicable, shareholders of the subsidiary corporation, who except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S. may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: None