



Jan-29-04 10:28A

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01/29/2004 12:21 FAX 407 423-8331
Division of Corporations

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOVANO & BOZARTH, P.A.

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Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOVANO & BOZARTH, P.A.
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Covenant Consultants, Inc.

Certificate of Status	0
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\$108.15

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DEAN MEAD ORLANDO

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ARTICLES OF MERGER

EFFECTIVE DATE
3-1-04

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Covenant Consultants, LLC</u>	<u>Florida</u>	<u>limited liability company</u>
<u>924 N. Magnolia Avenue, Suite 301</u>		
<u>Orlando, FL 32803</u>		

Florida Document/Registration Number: L01000017898

FEI Number: 59-3755178

2. <u>Covenant Consultants, Inc.</u>	<u>Florida</u>	<u>corporation</u>
<u>924 N. Magnolia Avenue, Suite 301</u>		
<u>Orlando, FL 32803</u>		

Florida Document/Registration Number: PO-1000018721

FEI Number: 20-0658066

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Covenant Consultants, Inc.	Florida	corporation
924 N. Magnolia Avenue, Suite 301		
Orlando, FL 32803		
Florida Document/Registration Number:		FBI Number: 20-0658068

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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DRAN MEAD ORLANDO

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into this 29th day of January, 2004, by and between COVENANT CONSULTANTS, LLC, a Florida limited liability company ("CCL"), and COVENANT CONSULTANTS, INC., a Florida corporation ("CCI").

RECITALS

WHEREAS, the sole member of CCL has resolved that CCL shall be merged, pursuant to Sections 608.438 through 608.4383 of the Florida Limited Liability Company Act, with and into CCI, which corporation will be the "Surviving Entity."

WHEREAS, the sole Director and sole shareholder of CCI have resolved that CCL shall be merged, pursuant to Sections 607.1108 and Sections 608.438 through 608.4383 of the Florida Statutes, with and into CCI.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree with the following terms and conditions:

1. Recitals. The recitals set forth in the "WHEREAS" clauses above are true and correct and are hereby incorporated herein by reference.

2. Merger. The sole Member of CCL hereby agrees that CCL, at the Effective Date (as hereinafter defined), shall be merged with and into CCI (the "Merger").

3. Effects of Merger.

3.1 Certain Effects of Merger. On the Effective Date, the separate existence of CCL shall cease and CCL shall be merged with and into CCI which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of CCL and all and singular, the rights, privileges, powers and franchises of CCL, and all property, real, personal and mixed, and all debts due to CCL on whatever account, and all other things in action or belonging to CCL, shall be vested in CCI, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of CCI as they were of CCL, and the title to any real estate vested by deed or otherwise in CCL under the laws of Florida or any other jurisdiction shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of CCL shall be preserved unimpaired, and all debts, liabilities and duties of CCL shall thenceforth attach to CCI and may be enforced against CCI to the same extent as if said debts, liabilities and duties had been incurred or contracted by CCL. At any time, or from time to time, after the Effective Date, the officers of the Surviving Entity may,

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in the name of CCL, execute and deliver all such properties, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of CCL's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Incorporation; Bylaws.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Covenant Consultants, Inc.

4.2 Articles of Incorporation. The Articles of Incorporation of CCI, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Entity until changed or amended as provided by law.

4.3 Bylaws. The Bylaws of CCI, from and after the Effective Date, shall be the Bylaws of the Surviving Entity until changed or amended, in accordance with the terms thereof.

5. Status and Conversion of CCL Membership Interest. The manner and basis of converting the membership interests of CCL into shares of common capital stock of CCI are as follows:

5.1 CCL Membership Interest. Justin P. Ramb is the owner of a one hundred percent (100%) Membership Interest in CCL. The Membership Interest of Justin P. Ramb in CCL immediately before the Effective Date shall be converted into nine hundred (900) shares of the common capital stock of CCI.

5.2 CCI Stock. All shares of common stock of CCI which were issued outstanding immediately prior to the Effective Date shall continue to be issued outstanding on and after the Effective Date.

6. Miscellaneous.

6.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Members of CCL or the directors of CCI, if the Members of CCL or the directors of CCI duly adopt a resolution abandoning this Agreement and Plan of Merger.

6.2 Effective Date. The Effective Date of the Merger shall be as of the close of business on January 31, 2004.

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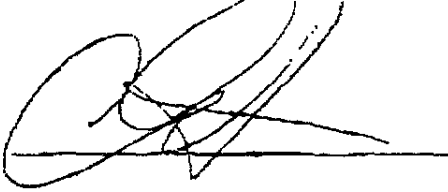
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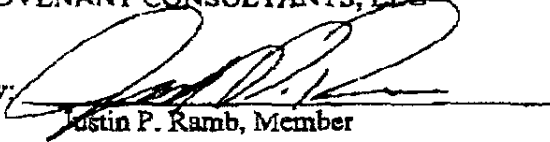
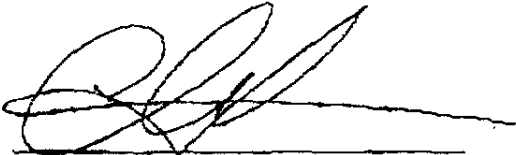
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IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.



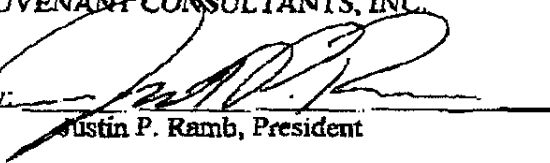
COVENANT CONSULTANTS, LLC

By:


Justin P. Ramb, Member

COVENANT CONSULTANTS, INC.

By:


Justin P. Ramb, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA