

P04000043974

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From: Account Name : QUARLES & BRADY LLP
Account Number : I20000000067
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*Please Back Date
to March 29
As Directed*

Attw! Susan

MERGER OR SHARE EXCHANGE

BRANCH OF THE WILLOW 2000, INC.

Certificate of Status	1
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Page Count	01
Estimated Charge	\$78.75

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*merger
3/31/04
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 29, 2004

BRANCH OF THE WILLOW 2000, INC.
1395 PANTHER LANE, #300
NAPLES, FL 34109

SUBJECT: BRANCH OF THE WILLOW 2000, INC.
REF: P04000043974

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 articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6906.

Darlene Connell
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
BETWEEN
MILES AHEAD ENTERPRISES LTD., AN ALBERTA CORPORATION FORMERLY
KNOWN AS BRANCH OF THE WILLOW 2000, LTD., AND
BRANCH OF THE WILLOW 2000, INC., A FLORIDA CORPORATION**

Pursuant to the relevant provisions of the Alberta Business Corporations Act and the Florida Business Corporation Act, Miles Ahead Enterprises Ltd., an Alberta corporation formerly known as Branch of The Willow 2000, Ltd ("Miles Ahead"), having its registered office at 630, 11012 MacLeod Trail South, Calgary, Alberta T2J 6A5 and Branch of the Willow 2000, Inc., a Florida corporation ("Branch Florida"), having its principal office and place of business at 1395 Panther Lane, Suite 300, Naples, Florida 34109.

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit "A."

SECOND: The Agreement and Plan of Merger was adopted by the unanimous written consent of all of the shareholders and directors of Miles Ahead in accordance with the Alberta Business Corporations Act and on the 26 day of MARCH, 2004, and all of the shareholders and directors of Branch Florida in accordance with the Florida Business Corporation Act on the 26 day of MARCH, 2004.

THIRD: The undersigned have been delegated the requisite corporate authority to execute and file these articles on behalf of the respective corporations.

FOURTH: The names and jurisdiction of organization of each constituent entity to the Merger are:

1. Miles Ahead Enterprises Ltd., an Alberta corporation formerly known as Branch of The Willow 2000, Ltd
2. Branch of the Willow 2000, Inc., a Florida corporation

FIFTH: The Articles of Incorporation of Branch Florida, the surviving corporation, shall be the Articles of Incorporation presently on file with the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 26 day of MARCH, 2004.

MILES AHEAD ENTERPRISES LTD,
An Alberta Corporation f/k/a
BRANCH OF THE WILLOW 2000, LTD,
an Alberta corporation

By: [Signature]

Miles Ahead/Branch Florida
"Agreement and Plan of Merger"
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TALLAHASSEE, FLORIDA


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MAR 31 2004 11:25 FR GUARLES BRADY LLP 941 434 4939 TO 918502050380 P.05/11
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Wayne Henuet, President of
Miles Ahead Enterprises Ltd.,
Director and Sole Shareholder

BRANCH OF THE WILLOW 2000, INC.,
a Florida corporation

By: 
Wayne Henuet, President of
Branch of the Willow 2000, Inc.,
Director and Sole Shareholder

**AGREEMENT AND PLAN OF MERGER
BETWEEN
MILES AHEAD ENTERPRISES LTD., AN ALBERTA CORPORATION FORMERLY
KNOWN AS BRANCH OF THE WILLOW 2000, LTD., AND
BRANCH OF THE WILLOW 2000, INC., A FLORIDA CORPORATION**

This Agreement and Plan of Merger are adopted pursuant to the relevant provisions of the Alberta Business Corporations Act and the Florida Business Corporation Act

This Agreement and Plan of Merger ("Agreement") made as of the 26th day of March, 2004 between Miles Ahead Enterprises Ltd., an Alberta corporation formerly known as Branch of The Willow 2000, Ltd ("Miles Ahead"), having its registered office at 630, 11012 MacLeod Trail South, Calgary, Alberta T2J 6A5 and Branch of the Willow 2000, Inc., a Florida corporation ("Branch Florida"), having its principal office and place of business at 1395 Panther Lane, Suite 300, Naples, Florida 34109.

RECITALS

WHEREAS, all of the Shareholders and Directors of Branch Florida and Miles Ahead, have waived notice of special meetings of their respective corporations as permitted under Alberta and Florida law in order to review this Plan of Merger and consider whether it is in the best interest of the respective corporations to relocate Miles Ahead to Florida in a transaction treated as an "F" Reorganization under §368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

WHEREAS, the Board of Directors of Branch Florida, by unanimous written consent deem it desirable and in the best interests of Branch Florida and its shareholders to enter into and approve this Agreement;

WHEREAS, the shareholders and directors of Branch Florida have unanimously approved this Agreement and Plan of Merger as of the Effective Date as evidenced by their signatures to this Agreement and to the unanimous written consents filed with the minutes section of the corporate book of Branch Florida;

WHEREAS, the Board of Directors of Miles Ahead by unanimous written consent deem it desirable and in the best interests of Miles Ahead and its shareholders to enter into and approve this Agreement; and

WHEREAS, the shareholders and directors of Miles Ahead have approved this Agreement and Plan of Merger by unanimous written consent as of the Effective Date as evidenced by their signatures to this Agreement and the unanimous written consent filed with the minutes section of the corporate book of Miles Ahead;

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"Agreement and Plan of Merger"

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Now, Therefore, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, Branch Florida and Miles Ahead agree as follows:

ARTICLE I
MERGER OF THE CORPORATIONS

In accordance with and pursuant to the Florida Business Corporation Act and the Alberta Business Corporation Act, Miles Ahead shall be merged into Branch Florida. The surviving corporation shall be Branch Florida. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting all of the issued and outstanding shares of Miles Ahead into shares of Branch Florida as hereinafter set forth.

ARTICLE II
SHARES TO BE MERGED

2.1 The total number of shares of all classes of stock which Miles Ahead is authorized to issue is unlimited. 100 shares of the authorized shares are issued and outstanding.

2.2 The total number of shares of all classes of stock which Branch Florida is authorized to issue is One Thousand (1000) shares of no par value Common Stock. 100 shares of the authorized shares of Branch Florida are issued and outstanding.

The identity of shareholders and their relative percentage ownership of Miles Ahead and Branch Florida, prior to the merger are identical.

Branch Florida

Shareholder	Number of Shares	Percentage
Wayne Henuset	100	100.00%

Miles Ahead

Shareholder	Number of Shares	Percentage
Wayne Henuset	100	100.00%

ARTICLE III
METHOD OF CONVERTING SHARES

On the Effective Date, without any additional action on the part of the parties hereto, holders of the issued and outstanding common stock of Miles Ahead shall receive one share of the common stock of Branch Florida for every one share of the common stock of Miles Ahead which they hold. The shares of Miles Ahead following an exchange shall be canceled without payment of any additional consideration and without conversion.

ARTICLE IV
BRANCH FLORIDA TO BE SURVIVING CORPORATION

4.1 Miles Ahead shall be merged into Branch Florida and the corporate existence of Miles Ahead shall cease. Branch Florida shall become the owner, without deed or other transfer, of all the rights and property of Miles Ahead subject to all debts and liabilities of Miles Ahead in the same manner as if Branch Florida had itself incurred the debts and liabilities.

4.2 Miles Ahead shall cease business activities in Alberta but shall consent to the service of process for matters related to its business activities in Alberta prior to the merger.

ARTICLE V
MERGER PERMITTED UNDER THE LAWS OF FLORIDA AND ALBERTA

This merger is permitted under the relevant provisions of the Alberta Business Corporation Act and the Florida Business Corporation Act.

ARTICLE VI
NAME OF SURVIVING CORPORATION

The name of the surviving corporation shall be Branch of the Willow 2000, Inc.

ARTICLE VII
EFFECTIVE DATE OF MERGER

The merger shall take effect as of the date the Articles of Merger are filed with the Secretary of State of the State of Florida and the Registrar of Corporations in Alberta, together with evidence of their adoption as required by law ("Effective Date"). A copy of the Articles of Merger is attached hereto as Exhibit A.

ARTICLE VIII
PRINCIPAL OFFICE

The principal office of Branch Florida shall become the principal office of the corporation following this merger.

ARTICLE IX
NAMES AND ADDRESSES OF THE DIRECTORS

The names and addresses of the persons who shall constitute the Board of Directors of Branch Florida, and who shall hold office until the next annual meeting of the shareholders of Branch Florida, following the merger, are as follows:

<u>Director</u>	<u>Address</u>
Wayne Henuset	1395 Panther Lane, Suite 300 Naples, Florida 34109

ARTICLE X
DIVIDENDS PRIOR TO MERGER

Until this Agreement of Merger becomes effective or is abandoned, neither corporation may pay dividends on their shares.

ARTICLE XI
EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the *Effective Date*, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

ARTICLE XII
SUBMISSION TO SHAREHOLDERS: EFFECTIVE DATE

This Agreement has been submitted to the shareholders of the corporations in the manner provided under applicable Alberta and Florida law. The signatures of the undersigned shareholders of each such corporation representing a majority of the total number of shares are in favor of the adoption of this Agreement, this Agreement shall be come effective on the date set forth above.

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ARTICLE XIII
ABANDONMENT OF MERGER

If the Board of Directors of Branch Florida or the Board of Directors of Miles Ahead should determine, either before or after the meeting of the shareholders of their respective corporations called to vote on the adoption or rejection of this Agreement of Merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board it is not in the interest of the corporation it represents or the shareholders of such corporation, or is otherwise inadvisable or impractical to consummate the merger by directing the officers of the corporation to refrain from executing this Plan and Agreement of Merger, and thereupon this Agreement shall be void and of no effect.

ARTICLE XIV
ARTICLES OF INCORPORATION

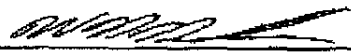
The Articles of Incorporation following the merger shall be the Articles of Incorporation of Miles Ahead as filed in Florida

ARTICLE XV
BYLAWS

The present bylaws of the Branch Florida, insofar as not inconsistent with an Agreement of Merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

In Witness Whereof, the undersigned constituting all of the Directors and Shareholders of Branch Florida and all of the Directors and Shareholders of Miles Ahead, have executed this Agreement under their respective corporate seals on the day and year first above written.

MILES AHEAD ENTERPRISES LTD,
An Alberta Corporation f/k/a
BRANCH OF THE WILLOW 2000, LTD,
an Alberta corporation

By: 
Wayne Henuet, President of
Miles Ahead Enterprises Ltd.,
Director and Sole Shareholder

BRANCH OF THE WILLOW 2000, INC.,
a Florida corporation

By: 

Wayne Henuset, President of
Branch of the Willow 2000, Inc.,
Director and Sole Shareholder