

P04000049376

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

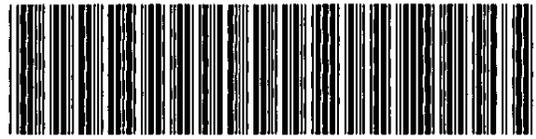
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Merger
Texas
2/26/08*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WILKINSON WARBURTON INC
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

DARSHAN CHHABRA.
(Contact Person)

WILKINSON WARBURTON INC.
(Firm/Company)

5603. N.W. 159th ST.
(Address)

MIAMI LAKES, FL 33014.
(City/State and Zip Code)

For further information concerning this matter, please call:

DARSHAN CHHABRA At (954) 600-0576
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

COVER LETTER

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P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>WILKINSON WARBURTON, Inc.</u>	<u>FL</u>	<u>P0400049376</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>W W GROUP USA, INC.</u>	<u>FL</u>	<u>P05000107249</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.

OR 2 / 15 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on Feb 7th, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on Feb 7th 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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 SECRETARY OF STATE
 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 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>WILKINSON WARBURTON, Inc.</u>	<u>FL</u>	<u>P0400049376</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>W W GROUP USA, INC.</u>	<u>FL</u>	<u>P05000107249</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

OR 2 / 15 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on Feb 7th, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on Feb 7th, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

WILKINSON WARBURTON.

Darshan Chhabra

DARSHAN CHHABRA (PRESIDENT)

W W GROUP USA, Inc.

Darshan Chhabra

DARSHAN CHHABRA (PRESIDENT)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	WILKINSON WARBURTON, INC.	<u>Jurisdiction</u>	FL.
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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>		<u>Jurisdiction</u>	
	W W GROUP USA, INC.		FL.

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

W.W GROUP USA, WAS ONLY. A NON OPERATIVE ENTITY.
HENCE MERGED WITH. AN OPERATIVE ENTITY.
SINCE IT IS OWNED BY THE SAME PERSON, SO WANTED
TO SIMPLIFY.

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:

(Attach additional sheets if necessary)

SINCE THE MERGING CORPORATION WAS NON-
OPERATIVE - AND THE STOCK WAS NEVER ISSUED.
NEED TO SIMPLIFY.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: