

06-30-04

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FROM: LOZIER THAMES FRAZIER A

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MERGER OR SHARE EXCHANGE

MARK ESSERT DEVELOPMENT, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
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Merger

06/30/04

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ARTICLES OF MERGER BETWEEN MARK ESSERT DEVELOPMENT, INC., A FLORIDA CORPORATION, THE SURVIVING CORPORATION) AND BANYAN GROUP, INC., (AN OREGON CORPORATION, THE DISAPPEARING CORPORATION)

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TALLAHASSEE
FLORIDA

PURSUANT to Section 607.1105 of the Florida Business Corporation Act, and Section 60.494 of the Oregon Revised Statutes, Mark Essert Development, Inc., a Florida corporation, the surviving corporation ("Mark Essert Development, Inc.") and Banyan Group, Inc., an Oregon Corporation, the disappearing corporation ("Banyan Group, Inc."), hereby adopt the following Articles of Merger:

1. The attached Agreement and Plan of Merger or share exchange between Mark Essert Development, Inc., and Banyan Group, Inc., hereby incorporated by reference, has been approved, adopted, and executed by each of the corporations in accordance with the provisions of Section 607.1107 of the Florida Business Corporation Act and Section 60.501 of the Oregon Revised Statutes.

2. All shares of Mark Essert Development, Inc., are entitled to vote on the Plan of Merger. The total number of outstanding shares of Mark Essert Development, Inc., entitled to vote on the merger consists of one hundred share of voting common stock; all such shares voted in favor of the Plan of Merger. All outstanding shares of Banyan Group, Inc., entitled to vote on the Plan of Merger consists of 1000 shares of voting common stock, and all voted in favor of the Plan of Merger.

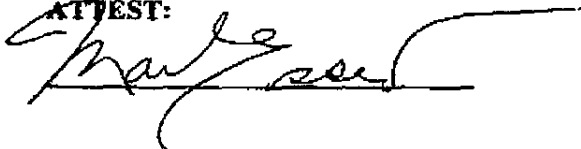
3. The Plan of Merger was unanimously adopted by the directors of the corporations and was unanimously approved by the shareholders of Mark Essert Development, Inc., and Banyan Group, Inc., on the 27th day of June, 2004.

4. The Plan of Merger shall be effective at midnight June 30, 2004, or if later, upon the filing of these Articles of Merger with the Department of State, State of Florida for purposes of Florida law. Pursuant to Section 60.494 and 60.011 of the Oregon Revised Statutes, the merger takes effect upon the effective date of the filing of Articles of Merger with the Secretary of State which is June 30, 2004, or such other date as is required by Oregon law.

5. At midnight on June 30, 2004, or if later, upon the filing these Articles of Merger, Banyan Group, Inc. shall cease to exist as a separate corporation.

IN WITNESS WHEREOF these Articles of Merger have been executed this the 29th day of June, 2004 to be effective June 30, 2004, or as otherwise required or permitted by the laws of Florida and Oregon.

ATTEST:



MARK ESSERT DEVELOPMENT, INC.

By: 
Its President

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ATTEST:

Adriana Essert

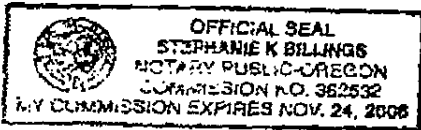
BANYAN GROUP, INC.

By: Mark Essert
Its President

OREGON
STATE OF ~~FLORIDA~~

COUNTY OF ~~ESCAMBIA~~ Deschutes

The foregoing instrument was acknowledged before me this 28th day of June, 2004, by MARK ESSERT, as president of Mark Essert Development, Inc., who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Stephanie Billings
NOTARY PUBLIC
Commission No. 362532
My commission expires: 11/24/06

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 28th day of June, 2004, by MARK ESSERT, as president of Banyan Group, Inc., who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Stephanie Billings
NOTARY PUBLIC
Commission No. 362532
My commission expires: 11/24/06

EXHIBIT A

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization is made and entered into effective the 20th day of JUNE, 2004, by and between BANYAN GROUP, INC., an Oregon corporation, (hereinafter referred to as the "disappearing corporation") and MARK ESSERT DEVELOPMENT, Inc., a Florida corporation, (hereinafter referred to as the "surviving corporation").

WITNESSETH:

WHEREAS, the respective directors and shareholders of the disappearing corporation and of the surviving corporation have resolved that the constituent corporations be merged under and pursuant to the 2004 Florida Statutes, and the Code of Laws of Oregon into a single corporation existing under the laws of the State of Florida, which shall be the surviving corporation, all in a transaction qualifying as a Tax Free Reorganization within the meaning of §368 of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the disappearing corporation is an operating corporation authorized to issue 1000 shares of no par value common stock, of which 1000 shares are issued and outstanding; and

WHEREAS, the surviving corporation is a non-operating shell corporation, formed and organized for the purpose of the merger contemplated hereby, and authorized to issue 10,000 shares of no par value common stock, of which 100 share are issued and outstanding; and

WHEREAS, the respective Boards of Directors and shareholders of the constituent corporations have approved the merger contemplated hereby upon the terms and conditions hereinafter set forth and have approved this Agreement of Merger and Plan of Reorganization;

NOW, THEREFORE, in consideration of the premises and the mutual covenants, terms, conditions, provisions, and in accordance with the 2004 Florida Statutes and the Oregon Revised Statutes that the disappearing corporation shall be, at the effective date (as hereinafter defined) merged into the surviving corporation as hereinafter set forth.

A. The Certificate and Articles of Incorporation of the surviving corporation on the date hereof, shall from and after the effective date be and continue to be the Certificate and Articles of Incorporation until changed or amended as provided by law.

B. The By-Laws of the surviving corporation, as in effect immediately before the effective date, shall from and after the effective date, be and continue to be the By-Laws of the surviving corporation until amended as provided therein.

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C. The effective date of this Agreement and of the Merger shall be midnight June 30, 2004, or as otherwise required by Florida and Oregon laws.

D. The mode of carrying the contemplated merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

Each shareholder of the disappearing corporation shall surrender such shareholder's certificates to the surviving corporation within sixty (60) days of the effective date. Upon surrender of such certificates to the surviving corporation, there shall be issued to the respective shareholders, in substitution for such certificates, certificates for fully paid and non-assessable common shares of the surviving corporation, in the ratio of one (1) share of the surviving corporation for each such five (5) shares of the disappearing corporation. The shares which are not surrendered within sixty (60) days following the effective date, shall be canceled and there shall be issued in the name of the respective shareholders thereof, in substitution therefore, certificates for fully paid and non-assessable common shares of the surviving corporation in the aforesaid ratio, all fractional shares shall be disregarded, and such newly issued certificates shall be delivered by the surviving corporation to such shareholders at the addresses shown in the records of the disappearing corporation and any certificates not delivered, shall be held by the surviving corporation for such shareholders.

E. The effects of the merger as of and after the effective date, shall be as follows: The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book values as of the effective date; the financial statement and balance sheet of the disappearing corporation, as of the effective date, shall be the financial statement and balance sheet of the surviving corporation; the prior tax history of the disappearing corporation and its shareholders shall be the tax history of the surviving corporation and its shareholders; the separate existence of the disappearing corporation shall cease, and the disappearing corporation shall be merged into the surviving corporation; the surviving corporation shall possess all and singular the rights, privileges, and powers, and shall be subject to all of the restrictions, disabilities, and duties of the disappearing corporation (provided, however, that the surviving corporation shall be governed by the 2004 Florida Statutes and not by the laws of Oregon); the surviving corporation shall possess all and singular, the rights, privileges, powers, and all property and assets, whether real, personal, or mixed, tangible or intangible, known or unknown, of the disappearing corporation, all debts to the disappearing corporation on whatever account, and all other things, in action or belonging to the disappearing corporation; all property, assets, rights, privileges, and powers, and all and every other interest of the disappearing corporation, shall be vested in the surviving corporation, as they were of the disappearing corporation; the title to any real estate or other property vested by deed or otherwise, under the laws of Florida or Oregon or any other jurisdiction, in the disappearing corporation, shall not revert or be in any way impaired and, all rights of creditors of record and all liens of record, upon any property of the disappearing corporation shall be preserved unimpaired; all known debts, liabilities, and duties of the disappearing corporation as of the effective date, shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said known debts, liabilities, and duties had been incurred or contracted by the surviving corporation. From and after

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the effective date, the last acting officers of the disappearing corporation or the corresponding officers of the surviving corporation, may in the name of the disappearing corporation, execute and deliver all such proper deeds, assignments, or other instruments and take, or cause to be taken, all such further action or other action as the surviving corporation may deem necessary or desirable in order to vest, perfect, or confirm in the surviving corporation, title to and possession of all of the disappearing corporation's property, assets, rights, privileges, powers, franchises, immunities, and interests, or to otherwise carry out the purpose of this agreement, and the disappearing corporation hereby authorizes, appoints, and constitutes such persons as its agents for such purposes, hereby irrevocably approving all that said agents do on its behalf.

F. The surviving corporation, through its officers and directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder(s) desiring to sell such shares.

G. The Boards of Directors of each of the constituent corporations shall have the power in their discretion to abandon the merger provided for herein prior to the filing of Articles of Merger or other documents required under the 2004 Florida Statutes or the Oregon Revised Statutes.

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, as of the date first written above, by their respective directors, thereunto duly authorized by their respective directors and shareholders.

MARK ESSERT DEVELOPMENT, INC.,
a Florida corporation

ATTEST: [Signature]
Secretary

By: [Signature]
Mark Essert
Its: President

(CORPORATE SEAL)

BANYAN GROUP, INC.,
an Oregon corporation

ATTEST: [Signature]
Secretary

By: [Signature]
Mark Essert
Its: President

(CORPORATE SEAL)

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Oregon
STATE OF ~~FLORIDA~~
COUNTY OF ~~ESCAMBIA~~ *Deschutes*

The foregoing was acknowledged before me this 28th day of June, 2004, by MARK $\frac{1}{2}$ Adria
ESSERT, who () is personally known to me or who () has produced _____
as identification and who did take an oath.



Stephanie K. Billings

Notary Public
My commission expires: 11/24/08
Commission No.: 362532

**ACTIONS OF THE DIRECTORS AND SHAREHOLDERS
BY WRITTEN CONSENT IN LIEU OF MEETING OF
MARK ESSERT DEVELOPMENT, INC.**

THE UNDERSIGNED, representing the Shareholders of MARK ESSERT DEVELOPMENT, INC., and further representing the Directors, in accordance with Florida Statute 607.0704, and 607.0821, respectively, do hereby approve, adopt, take, and ratify the following actions by written consent in lieu of meeting.

RESOLVED, that the Articles of Incorporation form as approved by the Incorporators, and duly filed in the Office of the Secretary of State of the State of Florida on the 7TH day of May, 2004, along with the Certificate of Incorporation, be, and hereby are, approved and adopted.

RESOLVED, that the Certificate of Incorporation and Articles of Incorporation be filed in the Minute Book of the Corporation.

RESOLVED, that the proposed Bylaws of the Corporation, except as hereafter amended, be and hereby are approved and adopted as the official Bylaws of the Corporation.

RESOLVED, that the Bylaws be placed in the Minute Book of the Corporation.

RESOLVED, that the seal shown in the margin of the records be, and hereby is, adopted as the official seal of the Corporation, without limiting the corporate powers as expressed in the Florida Statutes, as amended.

RESOLVED, that the stock certificate, a specimen of which is shown in the Stock Certificate Book of the Corporation, be, and hereby is, adopted as the official stock certificate of this Corporation.

RESOLVED, that the following persons be, and hereby are, elected as Directors of the Corporation to serve until the next Annual Meeting of the Shareholders, or until their successors are duly elected and qualified:

MARK ESSERT

RESOLVED, that the following persons be, and hereby are, elected as Officers of the Corporation to serve until their successors are duly elected:

Mark Essert, President/Vice President/Treasurer/Secretary

RESOLVED, that the Corporation issue the following number of shares of its capital stock to the following persons receiving therefore, the consideration indicated:

| <u>SHAREHOLDER</u> | <u>NUMBER OF SHARES</u> | <u>CONSIDERATION</u> |
|--------------------|-------------------------|----------------------|
| Mark Essert | 100 | \$100.00 |

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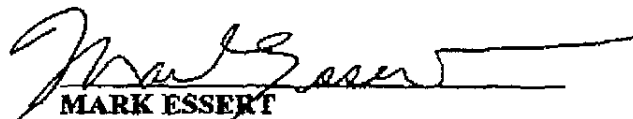
RESOLVED, that the Corporation broadly indemnify all Officers and Directors to the fullest extent and from and against all matters authorized by Florida law.

RESOLVED, that the Corporation, with the consent of all of its Shareholders, elect under the Internal Revenue Code of 1986 to be treated as a Sub Chapter S Corporation for Federal income tax return purposes, if recommended by the Corporations CPA.

RESOLVED, that the Corporation establish in its name one or more deposit accounts with the financial institution on such terms and conditions as maybe agreed upon with the said financial institution.

RESOLVED, that all fees, costs and expenses, involved in the formation be paid.

RESOLVED, that all actions heretofore taken by the Incorporated and other principals or agents, if any, on behalf of the Corporation be, and hereby are, ratified and approved.


MARK ESSERT
Sole Shareholder and Director

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**ACTIONS OF THE DIRECTORS AND SHAREHOLDERS
BY WRITTEN CONSENT IN LIEU OF MEETING**

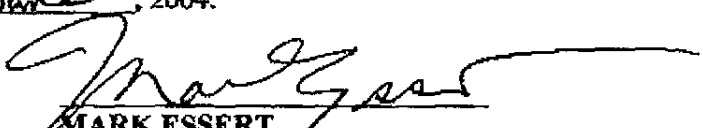
OF

MARK ESSERT DEVELOPMENT, INC.

THE UNDERSIGNED, representing all of the Shareholders of MARK ESSERT DEVELOPMENT, INC., and further representing the Directors, in accordance with Florida Statutes Sections 607.0704, and 607.0821, respectfully, do hereby approve, adopt, take and ratify the following actions by written consent in lieu of meeting:

RESOLVED, that the Agreement of Merger and Plan of Reorganization (attached hereto as "Exhibit A" and hereby incorporated by reference) is approved in form and substance; that the Corporation shall become a party to such Agreement; that the officers of the Corporation be and hereby are authorized and directed to execute and deliver such Agreement and to execute and deliver such other documents and take such other actions as may be reasonably required to consummate said Agreement as they in their discretion deem appropriate; and that upon consummation of such Agreement, Articles of Merger and other papers be filed with the Secretaries of State and other agencies of Florida and Oregon, all for the purpose of merging the Corporation with BANYAN GROUP, INC., an Oregon corporation.

Dated this the 28th day of June, 2004.


MARK ESSERT
Sole Shareholder and Director

**ACTIONS OF THE DIRECTORS AND SHAREHOLDERS
BY WRITTEN CONSENT IN LIEU OF MEETING**

OF

BANYAN GROUP, INC.

THE UNDERSIGNED, representing all of the Shareholders of BANYAN GROUP, INC., and further representing the Directors, in accordance with Section 60.211 of the Oregon Revised Statutes, respectfully, do hereby approve, adopt, take and ratify the following actions by written consent in lieu of meeting:

RESOLVED, that the Agreement of Merger and Plan of Reorganization (attached hereto as "Exhibit A" and hereby incorporated by reference) is approved in form and substance; that the Corporation shall become a party to such Agreement; that the officers of the Corporation be and hereby are authorized and directed to execute and deliver such Agreement and to execute and deliver such other documents and take such other actions as may be reasonably required to consummate said Agreement as they in their discretion deem appropriate; and that upon consummation of such Agreement, Articles of Merger and other papers be filed with the Secretaries of State and other agencies of Florida and Oregon, all for the purpose of merging the Corporation into MARK ESSERT DEVELOPMENT, INC., a Florida corporation.

Dated this the 26th day of JUNE, 2004.


MARK ESSERT
Shareholder and Director