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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 8, 2004

Corporations Division
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: William Packer Investments Inc P04000100575

Enclosed are the Articles of Merger whereby William Packer Investments, Inc. Minnesota, the merging corporation, is merged into William Packer Investments, Inc. Florida, the surviving corporation, and a check in the amount of \$70.00 for the filing fee. Following the merger, William Packer Investments, Inc. does not intend to conduct business in Minnesota.

I have enclosed a copy of your letter from August 17, 2004. Although no fee schedule was enclosed, I understand from your letter that the fee is \$70.00

Please call me if you have any questions or need additional information.

Very truly yours,



Roy B. Stromme



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 17, 2004

Roy B. Stromme, Esq.

520 Marquette Ave
Suite 900
Minneapolis, MN 55402-1122

SUBJECT: WILLIAM PACKER INVESTMENTS INC.

Ref. Number: P04000100575

We have received your document for WILLIAM PACKER INVESTMENTS INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 004A00050592

ARTICLES OF MERGER
OF
William Packer Investments, Inc., a Minnesota Corporation
(the "Disappearing Corporation")
with and into
William Packer Investments, Inc.,
a Florida corporation
(the "Surviving Corporation")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations do hereby execute the following Articles of Merger pursuant to Sections 302A.601 through 302A.641 of the Minnesota Business Corporation Act and Sections 607.1107 and 607.1105 of the Florida Statutes for the purpose of merging William Packer Investments, Inc. (the "Disappearing Corporation") with and into William Packer Investments, Inc. (the "Surviving Corporation").

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Registration Number</u>	<u>FEI Number</u>
William Packer Investments, Inc.	Minnesota	71-555	20-1110811
William Packer Investments, Inc.	Florida	P04000100575	20-1110811

2. The name which the Surviving Corporation is to have after the merger will be "William Packer Investments, Inc."

3. This merger is permitted under the laws of the State of Minnesota. The Disappearing Corporation and the Surviving Corporation have complied with the applicable provisions of the laws of the State of Minnesota.

4. This merger is permitted under the laws of the State of Florida. The Disappearing Corporation and the Surviving Corporation have complied with the applicable provisions of the laws of the State of Florida.

5. The Board of Directors and the shareholder of the Disappearing Corporation approved the Merger by written consent effective January 1, 2004.

6. The Board of Directors and the shareholder of the Surviving Corporation approved the Merger by written consent effective January 1, 2004.

7. The number of shares outstanding and the number of shares of each corporation entitled to vote on the Merger were as follows:

<u>Name of Corporation</u>	<u>Jurisdiction</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
William Packer Investments, Inc.	Minnesota	1,000 shares of \$1.00 par value common stock	1,000
William Packer Investments, Inc.	Florida	1,000 shares of \$1.00 par value common stock	1,000

8. The number of shares voted for and against the approval and adoption of the Merger were as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
William Packer Investments, Inc.	1,000	none
William Packer Investments, Inc.	1,000	none

9. These Articles of Merger shall be effective in Minnesota upon filing with the Minnesota Secretary of State pursuant to Section 302A.641 of the Minnesota Business Corporation Act, and the merger shall be deemed to be completed and consummated at the effective date.

10. These Articles of Merger shall be effective in Florida upon filing with the Florida Department of State pursuant to Section 607.1105 of the Florida Statutes, and the merger shall be deemed to be completed and consummated at the effective date.

11. The Surviving Corporation shall be the entity which:

- a. agrees to be served with process
- b. irrevocably appoints the Minnesota Secretary of State as Agent for Service of Process; and
- c. accepts process forwarded from the Minnesota Secretary of State to: William E. Packer, William E. Packer Investments, Inc., 335 13th Street, P.O. Box 511242-1242, Key Colony Beach, FL 33051.

12. At the time the merger is effective, the separate existence of William Packer Investments, Inc., a Minnesota Corporation, (WPIMN) shall cease and all the property, rights, privileges, immunities and franchises of WPIMN and all of the property, real, personal, and mixed, and all the debts due on whatever account to WPIMN, as well as all stock subscriptions and other causes in action belonging to WPIMN, and the title to all real estate vested in WPIMN shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation, William Packer Investments, Inc., a Florida Corporation (WPIFLA).

WPIFLA is responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of WPIMN. A claim by or against or a pending proceeding by or against WPIMN may be prosecuted as if the Merger had not taken place, or WPIFLA may be substituted in place of WPIMN. Neither the rights of creditors nor any liens upon the property of WPIMN are impaired by the Merger.

13. The directors and officers of WPIMN in office immediately prior to the Effective Date shall, from and after the Effective Date, be the directors and officers of the Surviving Corporation. Directors and officers will serve until their respective successors are duly appointed or elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

14. Each share of the Disappearing Corporation shall be converted into one share of the Surviving Corporation. The certificates representing the shares of the Disappearing Corporation shall be canceled along with the shares represented thereby, and all rights in respect thereof shall thereupon cease to exist.

IN WITNESS WHEREOF, these Articles of Merger have been signed by the President of the Disappearing Corporation and by the President of the Surviving Corporation, each duly authorized, as of the 1st day of January, 2004.

William Packer Investments, Inc., a Minnesota Corporation

By: William E Packer

William Packer Investments, Inc., a Florida Corporation

By: William E Packer