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## MERGER OR SHARE EXCHANGE

Whetstone Industries, Inc.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$87.50

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Corporate Filing Menu

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ARTICLES OF MERGER  
OF  
ALAISE, INC.,  
a Florida Corporation  
with and into  
WHETSTONE INDUSTRIES, INC.,  
a Florida Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, Whetstone Industries, Inc., a Florida corporation, hereby submits the following Articles of Merger:

1. The surviving corporation is Whetstone Industries, Inc., a Florida corporation filed under Document Number P04000122350.

2. The merging corporation is Alaise, Inc., a Florida corporation filed under Document Number P98000063349.

3. A copy of the Plan of Merger between the parties hereto is attached to this Certificate of Merger as Exhibit "A" and incorporated herein.

4. The attached Plan of Merger was duly adopted by the shareholders of each corporation that is a party to the merger in accordance with the applicable provisions of Section 607.1103, Florida Statutes.

5. In accordance with the Plan of Merger, the effective date of the merger shall be the date of filing of these Articles of Merger by the Florida Department of State.


IN WITNESS WHEREOF, the undersigned parties have executed these Articles of Merger as of the 22<sup>nd</sup> day of August, 2007.

WHETSTONE INDUSTRIES, INC.

By   
Henry M. Whetstone, Jr.  
Its President

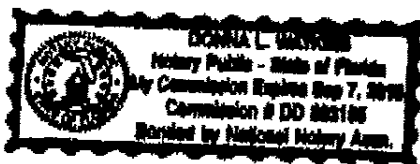
ALAISE, INC.


By:

  
Henry M. Whetstone, Jr.  
Its President

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

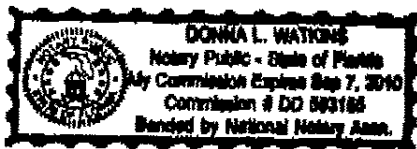
THE FOREGOING instrument was acknowledged before me this 22nd day of August, 2007, by Henry M. Whetstone, Jr., as President of Whetstone Industries, Inc., who ( X ) is personally known to me or (    ) has produced a valid Florida driver's license as identification.




  
Notary Public

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 22nd day of August, 2007, by Henry M. Whetstone, Jr., as President of Alaise, Inc., who ( X ) is personally known to me or (    ) has produced a valid Florida driver's license as identification.



  
Notary Public

**PLAN OF MERGER**

This Plan of Merger is made this 22<sup>nd</sup> day of August, 2007, by and between Alaise, Inc., a Florida corporation ("Merging Corporation") and Whetstone Industries, Inc., a Florida corporation ("Surviving Corporation").

**Recitals**

A. Alaise, Inc., the Merging Corporation, is a corporation duly organized and validly existing under the laws of the State of Florida under Document Number P98000063349, with its principal office at 100 Whetstone Place, Suite 100, St. Augustine, Florida 32086.

B. Whetstone Industries, Inc., the Surviving Corporation, is a corporation duly organized and validly existing under the laws of the State of Florida under Document Number P04000122350, with its principal office at 100 Whetstone Place, Suite 100, St. Augustine, Florida 32086.

C. The Shareholders and Directors of Alaise, Inc. and Whetstone Industries, Inc., deem it desirable and in the best business interests of the corporations that Alaise, Inc. be merged with and into Whetstone Industries, Inc., pursuant to Sections 607.1101, et. seq., Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Merging Corporation, Alaise, Inc. and the Surviving Corporation, Whetstone Industries, Inc., hereby agree as follows:

1. **Merger.** The Merging Corporation shall merge with and into the Surviving Corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all of the property, real, personal and/or mixed of the Merging Corporation, without the necessity for any separate transfers. On and after the effective date, the Surviving Corporation shall be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting shares of the Merging Corporation into shares of the Surviving Corporation is as follows:

(a) On the effective date of the merger, each outstanding share of the Merging Corporation shall be canceled and cease to be outstanding, and no payment shall be made nor consideration paid with respect thereto.

(b) Each outstanding share in the Surviving Corporation shall remain outstanding following the effective date of the merger, and the merger shall have no effect on any shares of the Surviving Corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the Surviving Corporation, as amended, shall continue to be its articles of incorporation following the effective date of the merger.

5. Approval by Members. This Plan of Merger shall be submitted for the approval of the shareholders of the Merging Corporation and the shareholders of the Surviving Corporation in the manner provided by the applicable laws of the State of Florida.

6. Effective Date of Merger. The effective date of this merger shall be the date upon which the Certificate of Merger is filed with the Florida Department of State.

7. Abandonment of Merger. This Plan of Merger may be abandoned by action of the shareholders of the Merging Corporation or by action of the shareholders of the Surviving Corporation, at any time prior to the effective date of the merger.

8. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the undersigned parties have executed this Plan of Merger as of the 22<sup>nd</sup> day of August, 2007.

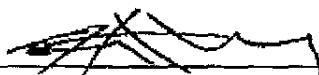
ALAISE, INC.

By: \_\_\_\_\_

Henry M. Whetstone, Jr.  
Its President

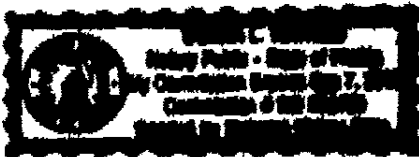
Audit # H07000227755 3

WHETSTONE INDUSTRIES, INC.

By:   
Henry M. Whetstone, Jr.  
Its President

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

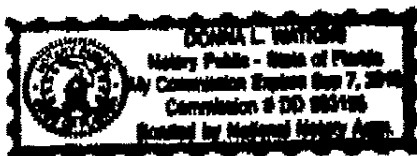
THE FOREGOING instrument was acknowledged before me this 22<sup>nd</sup> day of August, 2007, by Henry M. Whetstone, Jr., as President of Alaise, Inc., who (☒) is personally known to me or ( ☐ ) has produced a valid Florida driver's license as identification.



  
Notary Public

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 22<sup>nd</sup> day of August, 2007, by Henry M. Whetstone, Jr., as President of Whetstone Industries, Inc., who (☒) is personally known to me or ( ☐ ) has produced a valid Florida driver's license as identification.



  
Notary Public