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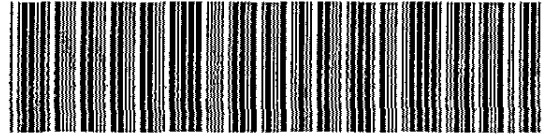
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TALLAHASSEE, FLORIDA

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merger

T BROWN JAN 24 2005

**FULCHER HAGLER LLP**  
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Cypress Farm Florida, Inc. – Articles of Incorporation and Articles of Merger  
Our File No. 4852/1

Dear Sir or Madam:

I am enclosing the following:

1. An original and one copy of the Articles of Incorporation of Cypress Farm Florida, Inc.
2. An original and one copy of the Articles of Merger of Cypress Farm Florida, Inc., a Florida corporation and Cypress Farm, Inc., a Georgia corporation. The Georgia corporation is being merged into the Florida corporation to be formed.
3. A check in the amount of \$78.75, payable to the Department of State representing the filing fee and a certified copy of the Articles of Incorporation.
4. Our check in the amount of \$43.75 representing the filing fee and a certified copy of the Articles of Merger.

Please return the certified copies of the Articles of Incorporation and the Articles of Merger to the undersigned. Thank you.

**FULCHER HAGLER LLP**  
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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Ms. Teresa Brown  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Cypress Farm Florida, Inc. – Articles of Incorporation and Articles of Merger  
Our File No. 4852/1

Dear Ms. Brown:

Pursuant to your telephone call with Mr. Hagler on January 18, 2005, I enclose an original and one copy of the Articles of Incorporation of Cypress Farm Florida, Inc. previously submitted to your office along with Articles of Merger for same via federal express on January 6, 2005. As you requested, I also enclose our firm's check number 67521 in the amount of \$35.00 for the additional filing fees due

Please return the certified copies of the Articles of Incorporation and the Articles of Merger to Mr. Hagler in the enclosed self-addressed envelope. Thank you.

Very truly yours,



Kimberly O. Carter  
Paralegal to Robert C. Hagler

enclosures

ARTICLES OF MERGER OF  
CYPRESS FARM, INC., A GEORGIA CORPORATION,  
INTO CYPRESS FARM FLORIDA, INC., A FLORIDA CORPORATION

FILED  
05 JAN 10 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act Section 607.1105, F.S.A, the undersigned,  
as the surviving corporation in a merger, hereby submits the following Articles of Merger:

ARTICLE I

The name of the surviving corporation is "Cypress Farm Florida, Inc.", a Florida corporation.

ARTICLE II

The name of the merging corporation is "Cypress Farm, Inc.", a Georgia corporation.

ARTICLE III

The merger shall become effective on the date the Articles of Merger are filed with the  
Florida Department of State.

ARTICLE IV

The following Plan of Merger was approved by the Shareholders and Directors of Cypress  
Farm Florida, Inc., a Florida corporation, and by the Shareholders and Directors of Cypress Farm,  
Inc., a Georgia corporation on December 31, 2004.

PLAN OF MERGER

1. Cypress Farm, Inc., a Georgia corporation, hereby merges itself into Cypress Florida  
Farm, Inc., a Florida corporation, and Cypress Florida Farm, Inc., a Florida corporation, shall be the  
surviving corporation.

2. The Certificate of Incorporation of Cypress Florida Farm, Inc., a Florida corporation,  
as in effect on the date of the merger provided for in this Agreement, shall continue in full force and

effect as the Certificate of Incorporation of the corporations filing this merger.

3. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the other securities of the surviving corporation shall be as follows:

(a) There are 1,000,000 outstanding shares of common stock and 2,000,000 shares of preferred stock of the Georgia corporation. Each Shareholder of the Georgia corporation shall turn in their shares of the Georgia corporation and will receive a like number of shares in the Florida corporation.

4. The terms and conditions of the merger are as follows:

(a) The officers of the surviving corporation shall continue in office until the next annual meeting of Shareholders and until their successors have been elected and qualified.

(b) The merger shall become effective upon the issuance of a Certificate of Incorporation of Cypress Farm Florida, Inc. by the Secretary of State of Florida.


(c) Upon the merger becoming effective, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred into, vested in and devolve upon the surviving corporation without further act or deed, and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation, respectively.

#### ARTICLE V


The Plan of Merger was duly approved by the Shareholders of Cypress Farm Florida, Inc., a Florida corporation, and by Cypress Farm, Inc., a Georgia corporation.

IN WITNESS WHEREOF, the authorized officers of Cypress Farm Florida, Inc., a Florida corporation and Cypress Farm, Inc., a Georgia corporation have hereunto affixed their seals to these Articles of Merger dated December, 31, 2004.

CYPRESS FARM FLORIDA, INC.,  
A Florida Corporation (SEAL)

By:   
Volker Mehnert,  
As its Vice President  
and Secretary

CYPRESS FARM, INC.,  
A Georgia Corporation (SEAL)

By:   
Volker Mehnert,  
as its Vice President  
and Secretary