

PO 5000049635

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

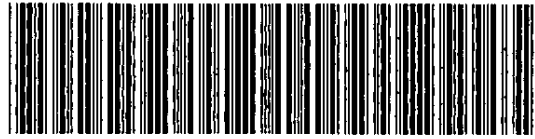
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

JUL 17 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GCUC ENTERPRISES, INC.

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Brian D. Leebrick, Esq.

(Contact Person)

Barron, Redding, Hughes, Fite, Sanborn, Kiehn & Dickey, P.A.

(Firm/Company)

220 McKenzie Avenue

(Address)

Panama City, FL 32401

(City, State and Zip Code)

For further information concerning this matter, please call:

Carol Grissett, paralegal at (850) 785-7454

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

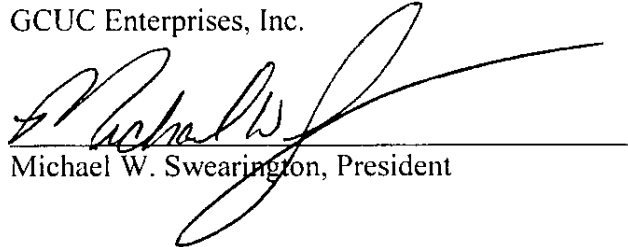
**ARTICLES OF MERGER
FOR
GCUC ENTERPRISES, INC.**

The following Articles of Merger are submitted to merge the following Florida corporation in accordance with Sec. 607.1109, Florida Statutes.

1. The exact name, type, and jurisdiction for each merging party is as follows: Knot Diggin', LLC, a Florida limited liability company (Document No. L06000050471)
2. The exact name, type, and jurisdiction of the surviving party is as follows: GCUC Enterprises, Inc., is a Florida corporation, Document No. P05000049635.
3. The attached plan of merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608.

Dated as of January 1, 2008.

GCUC Enterprises, Inc.



Michael W. Swearington, President

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger is dated as of January 1, 2008, between Knot Diggin', LLC, a Florida limited liability company, and GCUC Enterprises, Inc., a Florida corporation.

RECITALS

- A. GCUC Enterprises, Inc., is a Florida corporation, Document No. P05000049635, and has an authorized capitalization of Ten Thousand (10,000) shares of common stock, each share having a par value of One Cent (\$0.01), of which all shares are currently owned and held by Michael W. Swearington.
- B. Knot Diggin', LLC, is a Florida limited liability company, Document No. L06000050471. The sole members of Knot Diggin', LLC, are Michael W. Swearington and Tammi Swearington, in equal parts, both of which are managing members.
- C. The respective authorized boards, shareholders, and managing members of GCUC Enterprises, Inc., and Knot Diggin', LLC, have unanimously agreed that it is advisable that Knot Diggin', LLC, be merged with and into GCUC Enterprises, Inc., with GCUC Enterprises, Inc., continuing as the surviving corporation in the merger, pursuant to the terms and conditions of this Plan of Merger and applicable law.

NOW, THEREFORE, the parties agree as follows:

1. The Merger. Upon the terms and subject to the conditions set forth in this Plan, and in accordance with applicable law, Knot Diggin', LLC, shall be merged with and into GCUC Enterprises, Inc. As a result of the merger, the separate existence of Knot Diggin', LLC, shall cease and GCUC Enterprises, Inc., shall continue as the surviving entity of the merger.
2. Effect of Merger. The effect of the merger shall be as provided by applicable law. Without limiting the generality of the foregoing, all of the property, rights, privileges, powers and franchises of Knot Diggin', LLC shall vest in GCUC Enterprises, Inc., and all debts, liabilities, and duties of Knot Diggin', LLC, shall become the debts, liabilities, and duties of GCUC Enterprises, Inc. As the ownership structure of the two constituent entities is identical, there shall be no change in the capital stock of GCUC Enterprises, Inc., as a result of the merger.
3. Directors and Management. Upon the merger contemplated hereby, the board and officers of GCUC Enterprises, Inc., shall remain unchanged.
4. Consent. Each of GCUC Enterprises, Inc., and Knot Diggin', LLC, shall promptly apply for or otherwise seek, and use its best efforts to obtain, all consents and

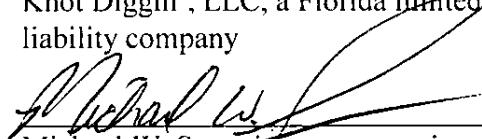
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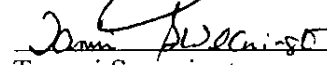
approvals required to be obtained by it for consummation of this Plan of Merger.

5. Approval by Knot Diggin', LLC. This Plan of Merger was approved unanimously by the members of Knot Diggin', LLC, as of January 1, 2008, in accordance with the provisions of Section 608.4381. The members did and do waive all requirements of meetings and notices of meetings to approve this Plan of Merger, and authorize the LLC to execute and further documents necessary to complete the Plan of Merger described herein.

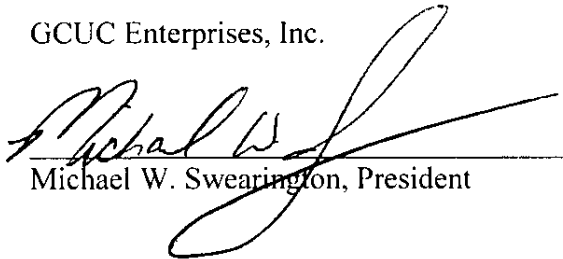
Dated as of January 1, 2008.

Knot Diggin', LLC, a Florida limited
liability company


Michael W. Swearington, managing member


Tammi Swearington, managing member

GCUC Enterprises, Inc.


Michael W. Swearington, President

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