

Sent By: Michael D. Horlick, P.A.;
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MERGER OR SHARE EXCHANGE

TDI Acquisition, Inc.

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ARTICLES OF MERGER

The undersigned corporations, **TRANSITION DYNAMICS, INC.**, an Oregon corporation, and **TDI ACQUISITION, INC.**, a Florida corporation, pursuant to Section 607.1105 and Section 607.1107 of the Florida Statutes, hereby execute the following Articles of Merger:

FIRST: The name and jurisdiction of the surviving corporation in the merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TDI Acquisition, Inc.	Florida	P06000024674

SECOND: The name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TDI Acquisition, Inc.	Florida	P06000024674
Transition Dynamics, Inc.	Oregon	479823-84

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THIRD: The Plan of Merger is attached hereto as Exhibit "A".

FOURTH: The merger shall become effective on the date of filing of these Articles of Merger with the Florida Department of State.

FIFTH: The Plan of Merger was unanimously adopted by the shareholders of Transition Dynamics, Inc., the Oregon corporation, on February 15, 2006 and was unanimously adopted by the shareholders of TDI Acquisition, Inc., the surviving Florida corporation, on the same date.

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SIXTH: The Articles of Incorporation of TDI Acquisition, Inc., shall be the Articles of Incorporation of the surviving corporation. Upon the filing of these Articles of Merger, Paragraph 1. of the Articles of Incorporation of the surviving corporation is hereby amended to read as follows:

"1. Corporate Name. The name of the corporation is: "TRANSITION DYNAMICS, INC."

IN WITNESS WHEREOF these Articles of Merger have been executed and delivered this 15th day of February, 2006.

TDI ACQUISITION, INC.,
a Florida corporation

By: Bonnie B. Hartley
Bonnie B. Hartley, President

TRANSITION DYNAMICS, INC.,
an Oregon corporation

By: Bonnie B. Hartley
Bonnie B. Hartley, President

Exhibit "A"

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PLAN OF REINCORPORATION AND MERGER

THIS PLAN OF REINCORPORATION AND MERGER (hereinafter called the "Plan"), is dated as of February 15, 2006 by and between **TRANSITION DYNAMICS, INC.**, an Oregon corporation (hereinafter called "TDI") and **TDI ACQUISITION, INC.**, a Florida corporation (herein after called "Acquisition") which corporations are owned by Bonnie B. Hartley, an individual (hereinafter called "Mrs. Hartley") and Michael T. Hartley, an individual (hereinafter called "Mr. Hartley").

WITNESSETH:**I. PURPOSE OF THE PLAN**

TDI was incorporated in the State of Oregon on October 2, 1995 by Bonnie B. Hartley, who was then a resident of the State of Oregon. Since the incorporation of TDI, Mrs. Hartley has married Mr. Hartley who is now a shareholder of TDI, and moved her residence to the State of Florida. The business of TDI now conducted primarily from its new location in Florida. In view of the decrease in TDI's continuing contacts with the State of Oregon and in view of the state and local tax filing considerations which militate in favor of a change in the place of incorporation of TDI to the State of Florida, the board of directors and stockholders of TDI seek to reincorporate TDI in the State of Florida.

II. PLAN OF REINCORPORATION

Under the Plan, Acquisition has been incorporated in the State of Florida by Mrs. Hartley and Mr. Hartley. In compliance with the applicable provisions of the laws of the State of Oregon and the State of Florida, TDI shall be, and on the effective date of the merger will be, merged with and into Acquisition, which shall be the surviving corporation. Upon such merger, the separate corporate existence of TDI shall cease and Acquisition shall succeed, without other transfer, to all of the rights and properties of TDI and shall become subject to all debts and liabilities of TDI in the same manner as if Acquisition itself had incurred them.

III. ARTICLES, BYLAWS AND NAME CHANGE FOR THE SURVIVING CORPORATION

The Articles of Incorporation of Acquisition as in effect on the effective date of the merger shall continue in full force and effect as the Articles of Incorporation of Acquisition until amended as provided by law, except, that, upon the filing of the Articles of Merger with the State of Florida, the name of surviving corporation shall be changed to "Transition Dynamics, Inc.". The Bylaws of Acquisition as in effect on the effective date of the merger shall continue in full force and effect as the Bylaws of Acquisition until amended as provided by law.

IV. EXCHANGE OF SHARES

All of the shares on TDI and Acquisition are owned by Mrs. Hartley and Mr. Hartley. Accordingly, each of the outstanding shares of TDI which is issued and outstanding on the effective date of the merger will be converted into one share of common stock of Acquisition, the surviving corporation. Each outstanding share of Acquisition on the effective date of the merger will be cancelled.

V. COMPLIANCE WITH OREGON LAW

The President of TDI, the constituent Oregon corporation party to this merger, shall sign this Plan of Merger on behalf of that corporation. This Plan shall then be submitted to the shareholders of that corporation at a meeting thereof, separately called and held for the purpose of considering and taking action upon the proposed merger. At such meeting this Plan shall be considered and a vote taken thereon in the manner prescribed by Chapter 60, Section 60.481 of the Oregon Revised Code.

Acquisition, the constituent Florida corporation party to this merger, shall comply with the applicable laws of the State of Florida in order to effectuate this Plan of Merger.

VI. POST MERGER PROCEEDINGS

A meeting of the board of directors of Acquisition, the corporation which shall survive this merger, shall be held as soon as practicable after the date on which this merger shall become effective and may be called in the manner provided in its Bylaws for the calling of special meetings of the board of directors and may be held at the time and place specified in the notice of the meeting. The corporation which shall survive the merger shall pay all expenses of carrying this agreement into effect and of accomplishing this merger.

VII. VESTING OF RIGHTS, DUTIES AND OBLIGATIONS

When the merger shall have become effective, all and singular, the rights, privileges, powers and franchises of each of the corporations parties to this merger, whether of a public or a private nature, and all property, real, personal and mixed, and all debts due to each of said corporations, on whatever account, as well for stock subscriptions as all other things in action or belonging to either of the said corporations shall be vested in the corporation which shall survive this merger; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the corporation which shall survive this merger as they were of the corporations, parties hereto, and the title to any real or personal property, whether by deed or otherwise, vested in each of the corporations, parties hereto, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the corporations, parties hereto, shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the said merger, and all debts, liabilities and duties of TDI shall thenceforth attach to TDI the corporation which shall survive this merger, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

VIII. FURTHER ASSIGNMENTS AND ASSURANCES

If at any time Acquisition, the corporation which shall survive the merger, shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the said corporation, according to the terms hereof, the title to any property or rights of TDI, the proper officers and directors of said surviving corporation shall and will have authority to execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest title in such property or rights in the corporation which shall survive the merger and otherwise to carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be duly executed by its President and corporate seal to be affixed hereto and attested by its Secretary.

ATTEST:

TRANSITION DYNAMICS, INC.



Michael T. Hartley, Secretary

By:  (SEAL)
Bonnie B. Hartley, President

ATTEST:

TDI ACQUISITION, INC.


Michael T. Hartley, Secretary

By:  (SEAL)
Bonnie B. Hartley, President