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Meyer  
5/6/07

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Gregory Allen Howard, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jeffrey C. Weinstein, Esquire  
(Contact Person)

Mittenthal Weinstein LLP  
(Firm/Company)

5499 N. Federal Highway, Suite K  
(Address)

Boca Raton, FL 33487  
(City/State and Zip Code)

For further information concerning this matter, please call:

Jeffrey C. Weinstein At ( 561 ) 862-0955, Ext 3  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER  
(Profit Corporation)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the Surviving Corporation are:

1. **Name:** Gregory Allen Howard, Inc.
2. **Jurisdiction:** Florida
3. **Document Number:** P06000134012

**Second:** The name and jurisdiction of the Merging Corporation:

1. **Name:** Gregory Allen Howard, Inc.
2. **Jurisdiction:** Virginia
3. **Document Number:** N/A

**Third:** The Plan of Merger is attached.

**Fourth:** Each of the Directors, Officers and Shareholders of both the Surviving Corporation and the Merging Corporation have consented to the Merger.

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

**Sixth:** Adoption of Merger by Surviving Corporation:

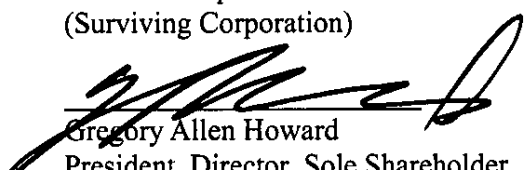
The Plan of Merger was adopted by the director, officer and shareholder of the Surviving Corporation on May 4, 2007.

**Seventh:** Adoption of Merger by the Merging Corporation.

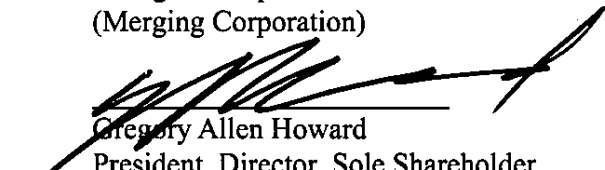
The Plan of Merger was adopted by the director, officer and shareholder of the Merging Corporation on May 4, 2007.

**Seventh:** Signatures for each corporation:

Gregory Allen Howard, Inc.,  
a Florida corporation  
(Surviving Corporation)

  
\_\_\_\_\_  
Gregory Allen Howard  
President, Director, Sole Shareholder

Gregory Allen Howard, Inc.,  
a Virginia corporation  
(Merging Corporation)

  
\_\_\_\_\_  
Gregory Allen Howard  
President, Director, Sole Shareholder

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**SHORT-FORM AGREEMENT AND PLAN OF MERGER OF**

**GREGORY ALLEN HOWARD, INC., a Virginia Corporation**

**INTO**

**GREGORY ALLEN HOWARD, INC., a Florida Corporation**

THIS AGREEMENT AND PLAN OF MERGER, dated May 4, 2007, made by and among GREGORY ALLEN HOWARD, INC. , a Virginia corporation ("Merging Corporation") and GREGORY ALLEN HOWARD, INC., a Florida corporation ("Surviving Corporation") (collectively the "Constituent Corporations").

**WITNESSETH:**

**WHEREAS**, Merging Corporation desires to merge with and into Surviving Corporation, with Surviving Corporation being the surviving corporation (the "Merger"), on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

**WHEREAS**, Gregory Allen Howard, an individual, owns 100% of Surviving Corporation's outstanding Common Stock; and

**WHEREAS**, Gregory Allen Howard, an individual, owns 100% of Merging Corporation's outstanding Common Stock; and

**WHEREAS**, the Board of Directors of Merging Corporation has determined that it is advisable that Merging Corporation be merged into Surviving Corporation, on the terms and conditions set forth, in accordance with §607.1105 and §607.1107 of the Florida Business Corporation Act (the "Act").

**NOW, THEREFORE**, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I**

**THE MERGER**

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.
2. On the Effective Date, Merging Corporation shall be merged with and into Surviving Corporation. The separate existence of Merging Corporation shall cease at the Effective Date and the existence of Surviving Corporation shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of

Florida.

3. The Plan of Merger has been approved by the Board(s) of Directors of Merging Corporation and Surviving Corporation in accordance with §607.1105 and §607.1107 of the Act. Each of the shareholders of Merging Corporation and Surviving Corporation have waived Notice of the Merger in writing.

## **ARTICLE II**

### **EFFECTS OF THE MERGER**

At the Effective Date, Surviving Corporation shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Merging Corporation, and shall be responsible and liable for all liabilities and obligations of Merging Corporation, all as more particularly set forth in §607.1106 of the Act.

## **ARTICLE III**

### **TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES**

The manner and basis of converting shares of Merging Corporation's Common Stock into shares of Surviving Corporation Common Stock shall be as follows:

1. Each share of Merging Corporation Common Stock (the "Merging Corporation Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into one-tenth of one (1) share (0.1 shares) of the presently authorized and unissued shares of the common stock of Surviving Corporation (the "Surviving Corporation Common Stock"); provided that no fractional share of Surviving Corporation Common Stock shall be issued or exchanged for shares of Merging Corporation Common Stock. Notwithstanding the foregoing, each share of Surviving Corporation Common Stock held by Gregory Allen Howard, an individual, shall, by virtue of the Merger and without any action on the part of Merging Corporation, be canceled simultaneously with the effectiveness of the Merger.

2. There are no former holders of Merging Corporation Common Stock who would be entitled to receive fractional shares of Surviving Corporation Common Stock on the Effective Date or otherwise entitled to receive any cash amount.

3. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Merging Corporation.

## **ARTICLE IV**

### **DISSENTERS' RIGHTS**

The Shareholder of Merging Corporation have unanimously approved the Merger. Notwithstanding, any Shareholder that would be entitled to vote on the Merger has the right to dissent from the Merger under Fla. Stat. Section 607.1302, and may be entitled if they company with the provisions re3garding the rights of dissenting shareholders, to be paid the fair value of their shares under Fla. Stat. Sec. 607.1104(1)(b)4.

## **ARTICLE V**

### **ASSIGNMENT**

If at anytime Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Surviving Corporation the title to any property or rights of Merging Corporation, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Merging Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in Surviving Corporation.

## **ARTICLE VI**

### **EXPENSES**

Surviving Corporation shall pay all expenses of accomplishing the Merger.

## **ARTICLE VII**

### **AMENDMENT**

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of Merging Corporation or Surviving Corporation may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

## **ARTICLE VIII**

### **TERMINATION**

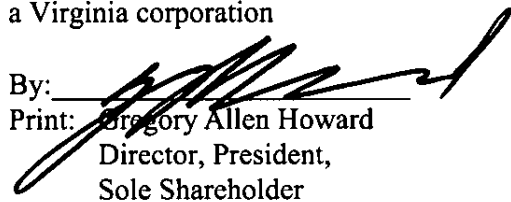
If for any reason consummation of the Merger is inadvisable in the opinion of the Board of

Directors of Merging Corporation, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Merging Corporation. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Merging Corporation or Surviving Corporation, or their Directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands on May 4, 2007

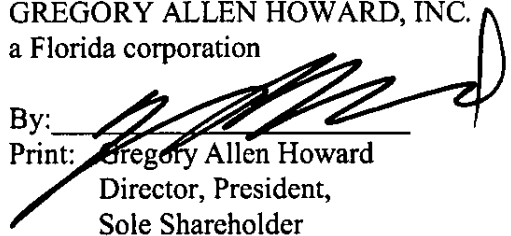
**MERGING CORPORATION:**

GREGORY ALLEN HOWARD, INC.  
a Virginia corporation

By:   
Print: Gregory Allen Howard  
Director, President,  
Sole Shareholder

**SURVIVING CORPORATION:**

GREGORY ALLEN HOWARD, INC.  
a Florida corporation

By:   
Print: Gregory Allen Howard  
Director, President,  
Sole Shareholder