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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

WALKEM DEVELOPMENT COMPANY, INC.

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Help

Art. of Merger
12/28/07

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Walkem Development Company, 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:

Teresa Vaccaro

(Contact Person)

Baker Donelson Bearman Caldwell & Berkowitz

(Firm/Company)

165 Madison Avenue, Suite 2000

(Address)

Memphis, TN 38103

(City/State and Zip Code)

For further information concerning this matter, please call:

Teresa Vaccaro

(Name of Contact Person)

At (901) 577-2126

(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

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ARTICLES OF MERGER

(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WALKEM DEVELOPMENT COMPANY, INC.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WALKEM DEVELOPMENT COMPANY OF KNOXVILLE, INC.	Tennessee	

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Third: The Plan of Merger is attached.

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

OR 12 / 31 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 21, 2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 21, 2007.

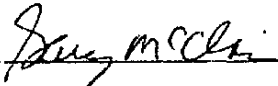
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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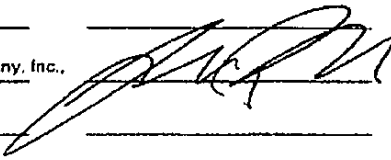
Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Watkem Development Company of Knoxville, inc., a Tennessee corporation		Gary McCain Secretary
Watkem Development Company, inc., a Florida corporation		Thomas R. Nelson, President

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Walkem Development Company of		
Knoxville, Inc., a Tennessee corporation		
Walkem Development Company, Inc.,		Thomas R. Nelson, President
a Florida corporation		

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PLAN OF MERGER

This Plan of Merger is made on December 21, 2007, by and between **WALKEM DEVELOPMENT COMPANY, INC.** (the "Surviving Company"), a corporation organized under the laws of the State of Florida, and **WALKEM DEVELOPMENT COMPANY OF KNOXVILLE, INC.**, (the "Merging Company") a corporation organized under the laws of the State of Tennessee.

WHEREAS, the Surviving Company and the Merging Company desire that the Merging Company merges into the Surviving Company in accordance with the laws of the States of Florida and Tennessee.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth below, the Merging Company and the Surviving Company hereby agree to merge and become one entity in accordance with the terms and conditions set forth below.

1. Merger. The parties hereby agree that the Merging Company shall be merged into the Surviving Company.

2. Name of Surviving Business. The name of the merged entity that shall survive the merger shall be "Walkem Development Company, Inc."

3. Conversion of Interests. As of the Merger Date (as defined below), all shares of stock of the Merging Company shall be cancelled. The stock of the Surviving Company held by its shareholders after the merger will remain the same.

4. Merger Date. The merger provided for in this Plan of Merger shall become effective on December 31, 2007 (the "Merger Date").

5. Articles of Incorporation and Bylaws. The Articles of Incorporation of the Surviving Company shall not be amended as a result of this Plan of Merger, and the Articles of Incorporation in effect prior to the Merger Date shall continue to be the Articles of Incorporation for the Surviving Company. The Bylaws for the Surviving Company shall continue to be the Bylaws for the Surviving Company following the Merger Date.

6. Authorization. This Plan of Merger and the merger transaction contemplated by this Agreement have been approved: (a) by the Board of Directors and shareholders of the Merging Company; and (b) by the Board of Directors and shareholders of the Surviving Company.

7. Articles of Merger. The parties shall prepare Articles of Merger in accordance with Section 607.1105 of the Florida Statutes and Section 48-21-107 of the Tennessee Business Corporation Act. Said Articles of Merger shall be filed with the Florida and Tennessee Secretaries of State.

8. Governing Law. The laws which are to govern the merger are the laws of the States of Florida and Tennessee and the laws which are to govern the Surviving Company are the laws of the State of Florida.

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IN WITNESS WHEREOF, the parties, being duly authorized, have executed the Plan of Merger as of the day and year first above written.

Walkem Development Company of Knoxville, Inc.,
a Tennessee corporation (the "Merging
Corporation")

By: Sam McClain
Title: Secretary

Walkem Development Company, Inc., a Florida
corporation (the "Surviving Corporation")

By: _____
Tom Nelson, President

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IN WITNESS WHEREOF, the parties, being duly authorized, have executed the Plan of Merger as of the day and year first above written.

Walkem Development Company of Knoxville, Inc.,
a Tennessee corporation (the "Merging
Corporation")

By: _____
Title: _____

Walkem Development Company, Inc., a Florida
corporation (the "Surviving Corporation")

By:  _____
Tom Nelson, President

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