

P10605

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

QUALITY MANAGEMENT, INC. OF NORTH CAROLINA, an Ohio corporation,
P10605

INTO

000008280120--0

BAYROCK RESOURCES, INC., a Florida entity, P01000090918.

File date: September 27, 2002 , effective September 30, 2002

Corporate Specialist: Cheryl Coulliette