

P93000069349

GGLC

GOLDEN GATE LEGAL CENTER

LOUIS ERICKSON
ATTORNEY AT LAW

FILED

01 FEB -5 AM 9:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****78.75 ****78.75

February 1, 2001

Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger of Central Atlantic Development, Inc., a Maryland Corp. into Paragon Reliable Organization, Inc., a Florida Corp.

Dear Secretary of State:

Enclosed for filing please find the following:

1. Articles of Merger of Central Atlantic Development, Inc., a Maryland Corporation, into Paragon Reliable Organization, Inc., a Florida Corporation along with a copy for certification;
2. A check in the amount of \$78.75 representing the filing fee and certification fee.

If anything further is needed please contact us.

Sincerely yours,



Louis S. Erickson

LSE/rll
Enclosure

*Merger
3-12-01
PMS*



LOUIS ERICKSON
ATTORNEY AT LAW

March 6, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: Doug Spitler, Document Specialist

**RE: Paragon Reliable Organization, Inc.
Ref. Number P93000069349**

Dear Mr. Spitler:

In response to your February 26, 2001 letter, I am re-filing the Articles of Merger with a copy of the Plan of Merger attached.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "L. S. Erickson".

Louis S. Erickson

LSE/lrs



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 2001

GOLDEN GATE LEGAL CENTER
ATTN: LOUIS S. ERICKSON
11725 COLLIER BOULEVARD, SUITE F
NAPLES, FL 34116

SUBJECT: PARAGON RELIABLE ORGANIZATION, INC.
Ref. Number: P93000069349

We have received your document for PARAGON RELIABLE ORGANIZATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 901A00011989

ARTICLES OF MERGER
Merger Sheet

MERGING:

CENTRAL ATLANTIC DEVELOPMENT, INC., a non qualified Maryland
corporation

INTO

PARAGON RELIABLE ORGANIZATION, INC., a Florida entity, P93000069349

File date: February 5, 2001

Corporate Specialist: Doug Spittler

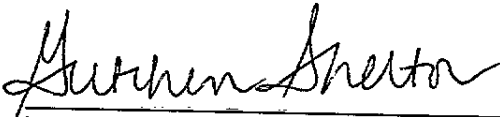
**ARTICLES OF MERGER OF CENTRAL ATLANTIC DEVELOPMENT, INC., A
MARYLAND CORPORATION INTO PARAGON RELIABLE ORGANIZATION, INC., A
FLORIDA CORPORATION**

FILED
01 FEB -5 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. These articles are to effectuate a merger of Central Atlantic Development, Inc., a Maryland Corporation, and Paragon Reliable Organization, Inc., a Florida Corporation, with Paragon Reliable Organization, Inc., being the survivor corporation.
2. The corporations entered into a plan of merger which was duly approved and accepted by all shareholders and directors of the corporations on December 29, 2000.

Dated this 15th day of January, 2001.

PARAGON RELIABLE ORGANIZATION,
INC.


By: Gretchen Shelton, President

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY, that on this day, personally appeared before me, an officer duly authorized to take acknowledgements, GRETCHEN SHELTON, to be personally known or who identified herself with a Florida Driver's License, and who executed the foregoing Articles of Merger, and she acknowledged before me that she executed the same.

WITNESS MY HAND and official seal in the County and State aforesaid, on this 15th
day of January, 2001.



Lisa Renee Smith
MY COMMISSION # CC773433 EXPIRES
September 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Lisa Renee Smith
NOTARY PUBLIC

CENTRAL ATLANTIC DEVELOPMENT,
INC.

Willard N. Valk, President
By: Willard N. Valk, President

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY, that on this day, personally appeared before me, an officer duly authorized to take acknowledgements, WILLARD N. VALK, to be personally known or who identified himself with a Florida Driver's License, and who executed the foregoing Articles of Merger, and he acknowledged before me that he executed the same.

WITNESS MY HAND and official seal in the County and State aforesaid, on this _____
day of January, 2001.



Lisa Renee Smith
MY COMMISSION # CC773433 EXPIRES
September 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Lisa Renee Smith
NOTARY PUBLIC

**PLAN OF MERGER BETWEEN PARAGON RELIABLE ORGANIZATION, INC., A
FLORIDA CORPORATION AND CENTRAL ATLANTIC DEVELOPMENT, INC., A
MARYLAND CORPORATION**

1. Central Atlantic Development, Inc., a Maryland Corporation, shall merge into Paragon Reliable Organization, Inc., a Florida Corporation, with Paragon Reliable Organization, Inc., being the survivor corporation.

2. The terms and conditions of the proposed merger are as follows:

a. Willard N. Valk as present 100% shareholder of Central Atlantic Development, Inc., shall transfer all of his shares in Central Atlantic Development, Inc., to Paragon Reliable Organization, Inc. Prior to this merger it is acknowledged that Central Atlantic Development, Inc., owns 80% of the shares of Paragon Reliable Organization, Inc., and Phillip and Gretchen Shelton as Husband and Wife own 20% of the stock of the shares of Paragon Reliable Organization, Inc. Upon this merger being effectuated Willard N. Valk shall receive 80% of the outstanding shares of Paragon Reliable Organization, Inc., and Phillip and Gretchen Shelton shall receive the remaining 20% of the outstanding shares of Paragon Reliable Organization, Inc.

b. Upon this merger being effectuated the survivor corporation, Paragon Reliable Corporation, Inc., shall issue to Willard N. Valk 400 shares of stock. It is acknowledged that Phillip Shelton and Gretchen Shelton as an estate by the entirety presently hold 100 shares of stock. The current stock certificate of Central Atlantic Development, Inc., shall be surrendered to the corporation leaving the shareholders as follows:

Willard N. Valk, 400 shares
Phillip Shelton and Gretchen Shelton, as an estate by the entirety, 100 shares

3. It is recognized and acknowledged that the officers of Paragon Reliable Organization, Inc., as of December 29, 2000, are as listed below and as said officers shall continue as officers of the corporation until successor officers are duly elected and qualified:

President: Gretchen Shelton
Vice President: Willard N. Valk
Secretary/Treasurer: Fayann Valk
Vice President: Phillip Shelton

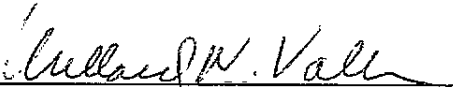
4. It is acknowledged that as of December 29, 2000 and until the corporation is resolved through this merger it is acknowledged that Willard N. Valk is the sole shareholder of Central Atlantic Development, Inc., and the officers of said corporation are as follows:

- William N. Valk: President
- Fayann Valk: Vice President
- Gretchen Shelton: Secretary/Treasurer
- Phillip Shelton: Vice President

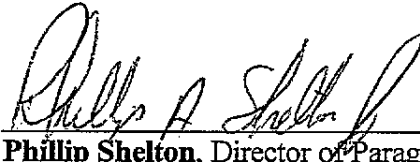
5. The effective date of this merger shall be the date of the filing of the merger with the Secretary of State, State of Florida.

6. The undersigned being the sole persons and/or officers of corporations involved in this merger hereby acknowledge through their signatures their acceptance and ratification of this plan of merger.

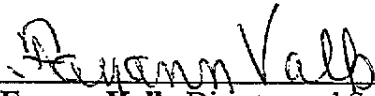
Dated this 29th day of January, 2001.



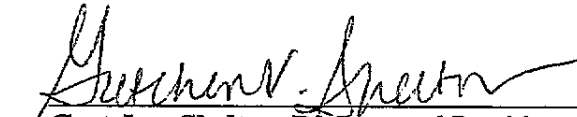
Willard N. Valk, Director and President
Of Central Atlantic Development Corporation
Inc., Director and Vice President of Paragon
Reliable Organization, Inc., and Individually



Phillip Shelton, Director of Paragon Reliable
Organization, Inc., Director of Central
Atlantic Development Corporation, Inc.,
and Individually



Fayann Valk, Director and Sec./Treas.
Of Central Atlantic Development Corporation,
Inc., Director and Vice President of Paragon
Reliable Organization, Inc. and Individually



Gretchen Shelton, Director and President
of Paragon Reliable Organization, Inc.,
Director and Sec./Treas. of Central Atlantic
Development, Inc., and Individually