

PR4000041102

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SINK CORPORATION

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ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, SINK CORPORATION a Florida corporation, SINK CORPORATION II, INC., a Florida corporation, SINK CORPORATION III, INC., a Florida corporation and SINK CORPORATION IV, INC., a Florida corporation, hereby submit the following Articles of Merger:

1. The name and jurisdiction of the surviving corporation:

Sink Corporation Florida Profit P94000041102

2. The names and jurisdiction of each merging corporation:

Sink Corporation II, Inc. Florida Profit P01000046740
Sink Corporation III, Inc. Florida Profit P01000067933
Sink Corporation IV, Inc. Florida Profit P02000049887

3. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.

4. In accordance with the Plan of Merger, the effective date of the merger shall be December 31, 2005.

5. The Plan of Merger was duly approved by the Shareholders of each of the surviving corporation and merging corporations, by unanimous written consents dated December 22, 2005.

6. The Plan of Merger was duly approved by the Board of Directors of each of the surviving corporation and merging corporations, by unanimous written consents dated December 22, 2005.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers this 22nd day of December, 2005.

SINK CORPORATION

By: 

Ridge Sink, its President

SINK CORPORATION II, INC.

By: 

Ridge Sink, its President

SINK CORPORATION III, INC.

By: 

Ridge Sink, its President

SINK CORPORATION IV, INC.

By: 

Ridge Sink, its President

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Exhibit "A"

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PLAN OF MERGER

This PLAN OF MERGER is dated the 22nd day of December, 2005, between SINK CORPORATION a Florida corporation, SINK CORPORATION II, INC., a Florida corporation, SINK CORPORATION III, INC., a Florida corporation and SINK CORPORATION IV, INC., a Florida corporation.

STIPULATIONS

A. SINK CORPORATION is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8160 Baymeadows Way West, Suite 110, Jacksonville, Florida 32256, and has a capitalization of 1,000 authorized shares of no par value common stock, of which 100 shares are issued and outstanding.

B. SINK CORPORATION II, INC., is a corporation organized and existing under the laws of the State of Florida with its principal office at 8160 Baymeadows Way West, Suite 110, Jacksonville, Florida 32256, and has a capitalization of 7,500 authorized shares of \$1.00 common stock, of which 100 shares are issued and outstanding.

C. SINK CORPORATION III, INC., is a corporation organized and existing under the laws of the State of Florida with its principal office at 8160 Baymeadows Way West, Suite 110, Jacksonville, Florida 32256, and has a capitalization of 7,500 authorized shares of \$1.00 common stock, of which 100 shares are issued and outstanding.

D. SINK CORPORATION IV, INC., is a corporation organized and existing under the laws of the State of Florida with its principal office at 8160 Baymeadows Way West, Suite 110, Jacksonville, Florida 32256, and has a capitalization of 7,500 authorized shares of \$1.00 common stock, of which 100 shares are issued and outstanding.

E. The Board of Directors of SINK CORPORATION, SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. deem it desirable and in the best business interests of the corporations and their shareholders that SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. be merged with and into SINK CORPORATION pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, SINK CORPORATION, SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. agree as follows:

1. Merger. SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. shall merge with and into SINK CORPORATION, and SINK CORPORATION shall be the surviving corporation.

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2. **Terms and Conditions.** On the effective date of the merger, the separate existence of SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. shall cease, and SINK CORPORATION, as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC., without the necessity for any separate transfer. SINK CORPORATION, as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the absorbed SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. into shares of the surviving SINK CORPORATION is as follows:

(a) On the effective date of the merger, each outstanding share of stock of SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. shall cease to be outstanding and cancelled, and no payment shall be made nor consideration paid with respect thereto.

(b) Each issued and outstanding share of SINK CORPORATION common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of SINK CORPORATION common stock that are issued and outstanding. Since the sole shareholder of SINK CORPORATION is also the sole shareholder of SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC., no additional shares of SINK CORPORATION common stock need to be issued as a result of the merger.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving SINK CORPORATION shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The Bylaws of the surviving SINK CORPORATION shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving SINK CORPORATION shall continue to be the directors and officers of the surviving SINK CORPORATION for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

7. **Prohibited Transactions.** Neither SINK CORPORATION, SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the business entities may take all

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action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. Approval by Shareholders. This Plan of Merger shall be submitted for the approval of the Shareholders of SINK CORPORATION, SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC. in the manner provided by the applicable laws of the State of Florida.


9. Effective Date of Merger. The effective date of this merger shall be 11:59 p.m., December 31, 2005.

10. Abandonment of Merger. This plan of merger may be abandoned by action of the Board of Directors of SINK CORPORATION, SINK CORPORATION II, INC., SINK CORPORATION III, INC., and SINK CORPORATION IV, INC., at any time prior to the effective date of the merger.

11. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the date first set forth above.

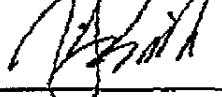
SINK CORPORATION

By: 
Ridge Sink, its President

SINK CORPORATION II, INC.

By: 
Ridge Sink, its President

SINK CORPORATION III, INC.

By: 
Ridge Sink, its President

SINK CORPORATION IV, INC.

By: 
Ridge Sink, its President