

P95000013387

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August 23, 1999

* BOARD CERTIFIED CIVIL TRIAL LAWYER
** ALSO ADMITTED IN ALABAMA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500002971545--0
-08/26/99-01095--001
*****35.00 *****35.00
500002971545--0
-08/26/99-01095--002
*****35.00 *****35.00

Re: George Scott International, Inc.

Dear Sir or Madam:

In regard to the above-captioned corporation, enclosed please find the following documents for filing with the Secretary of State:

- 1) Articles of Merger
- 2) Acceptance of Designation of Resident Agent

Our firm's check in the amount of \$70.00 for filing fees is enclosed. Thank you for your assistance in this matter and if you have any questions, please do not hesitate to contact me.

Very truly yours,

MOORE, HILL, WESTMORELAND,
HOOK & BOLTON, P.A.

Sean A. Winner
Sean A. Winner

SAW:jap
Enclosures

*Merger
9-2-99
SW*

FILED
99 AUG 25 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MORA ASSOCIATES, INC., a Florida corporation, P95000000511

INTO

GEORGE SCOTT INTERNATIONAL, INC., a Florida entity, P95000013387.

File date: August 26, 1999

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
MORA ASSOCIATES, INC.
INTO
GEORGE SCOTT INTERNATIONAL, INC.**

FILED
99 AUG 26 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Section 607.1105 of the Florida, the undersigned corporations GEORGE SCOTT INTERNATIONAL, INC., a Florida corporation, and MORA ASSOCIATES, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging MORA ASSOCIATES, INC. into GEORGE SCOTT INTERNATIONAL, INC.:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of MORA ASSOCIATES, INC. into SCOTT INTERNATIONAL, INC. is attached to these Articles as an exhibit and incorporated herein by reference.

Adoption of Plan

2. There are 1,200,000 shares of common stock, each of \$.001 par value of MORA ASSOCIATES, INC. issued and outstanding that were entitled to vote on the Plan of Merger. 1,200,000 shares were voted in favor of the Plan of Merger, and 0 shares were voted against the Plan of Merger, at a special meeting of the shareholders of MORA ASSOCIATES, INC. held on August 20th, 1999.

3. The Plan of Merger was approved by the board of directors of GEORGE SCOTT INTERNATIONAL, INC. by written consent on August 19, 1999, and the approval of the shareholders of GEORGE SCOTT INTERNATIONAL, INC. is not required to effectuate the Plan of Merger.

(a) There are 10,000 shares of common stock of GEORGE SCOTT INTERNATIONAL, INC. currently issued and outstanding, of which 10,000 are owned by MORA ASSOCIATES, INC.

Filing Date

4. All shareholders of all outstanding shares of the subsidiary, George Scott International, Inc., have waived the mailing requirement under Florida Statute 607.1104(2) on August 20th, 1999.

Effective Date

5. The Plan of Merger shall be effective on the filing of these Articles with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of August 20th, 1999.

GEORGE SCOTT INTERNATIONAL INC.

By: MARtha Harkins
MARTHA HARKINS, President

MORA ASSOCIATES, INC.

By: MARtha Harkins
MARTHA HARKINS, President

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me on this 20th day of August, 1999, by MARTHA HARKINS, as President of GEORGE SCOTT INTERNATIONAL, INC., who is personally known to me or who has produced N/A as identification.

(SEAL)  Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Judith A. Pinette
Notary Public
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me on this 20th day of August, 1999, by MARTHA HARKINS, as President of MORA ASSOCIATES, INC., who is personally known to me or who has produced N/A as identification.

(SEAL)  Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Judith A. Pinette
Notary Public
My Commission Expires: _____

WHEREAS, AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING

MORA ASSOCIATES, INC.

INTO

GEORGE SCOTT INTERNATIONAL, INC.

This Agreement of Merger and Plan of Reorganization is made this 20th of August, 1999, by and between Mora Associates, Inc. a Florida corporation, (the "Merging Corporation") and George Scott International, Inc., a Florida corporation (The "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida located at 1098 Park Lane, in the City of Gulf Breeze, County of Santa Rosa; its Registered Agent at that address is WLMC Registered Agents, Inc. is located at 701 Brickell Avenue, Suite 2000, Miami, Florida 33131.

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida, located at 1098 Park Lane, in the City of Gulf Breeze, County of Santa Rosa; its Registered Agent at that address is WLMC Registered Agents, Inc. is located at 701 Brickell Avenue, Suite 2000, Miami, Florida 33131.

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 10,000 shares of common stock at \$0.001 par value.

WHEREAS, the Merging Corporation is currently the parent of the Surviving Corporation; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida , for the purpose of minimizing expenses..

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below.

ARTICLE 1.

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the Effective Date of this Agreement.

ARTICLE 2.

The mode of carrying the merger into effect shall be as follows: Pursuant to F. S. 607.1104 (1)(b)(3), since this is a merger between the parent and a subsidiary corporation and the parent is not the surviving corporation, there will be a pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates therefore. The shares of stock of the merging corporation upon surrender will be canceled.

ARTICLE 3.

Since the Articles of Incorporation of the parent corporation are different from the surviving corporation's Articles of Incorporation and the difference stems from amendments by the parent shareholders then pursuant to F. S. 607.1104 (1)(a) this merger requires the approval of the shareholders of the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with.

ARTICLE 4.

Pursuant to F. S. 607.1104 (1)(b)(3), the shareholders of the subsidiary who would otherwise be entitled to vote and who dissent from the merger may be entitled if they comply with the provisions regarding the rights of Dissenting Shareholders, to be paid the fair value of their shares.

ARTICLE 5.

This Agreement of Merger and Plan of Reorganization shall become effective on the date it is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

MORA ASSOCIATES, INC.

By: Martha Harkins
MARTHA HARKINS, President

GEORGE SCOTT INTERNATIONAL, INC.

By: Martha Harkins
MARTHA HARKINS, President

CHANGE OF REGISTERED AGENT
OF
GEORGE SCOTT INTERNATIONAL, INC.

The Board of Directors of George Scott International, Inc., a Florida corporation, has authorized by resolution the change of its registered agent. The registered agent is changed from WLMC Registered Agents, Inc., whose address is 701 Brickell Avenue, Suite 2000, Miami, Florida 33131; to J. Lofton Westmoreland of Moore, Hill, Westmoreland, Hook & Bolton, P.A., whose address is 220 West Garden Street, 9th Floor, Pensacola, Florida 32501. The change of registered agent is effective September 1, 1999.

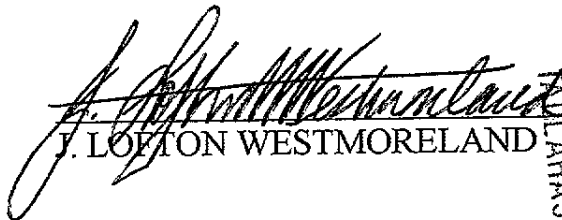
Martha Lou Harkins

MARTHA LOU HARKINS, President

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of George Scott International, Inc., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Section 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

Dated this 10 day of August, 1999.


J. LOFTON WESTMORELAND

STATE OF FLORIDA
COUNTY OF ESCAMBIA

FILED
99 AUG 26 AM 9:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 20th day of August, 1999, by J. Lofton Westmoreland, who is personally known to me or who produced n/a as identification and who did take an oath.



Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: