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EFFECTIVE DATE
12-31-03

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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coullotte DEC 15 2003

CT CORPORATION

December 15, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5997560 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Barnett Southside Land, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

STATE OF FLORIDA
ARTICLES OF MERGER
(Profit Corporations)

FILED
03 DEC 15 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
BAC NUBAFA, INC.	DELAWARE

SECOND: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
BARNETT SOUTHSIDE LAND, INC.	FLORIDA

THIRD: The Plan of Merger is attached as Exhibit A hereto.

FOURTH: The merger shall become effective on **December 31, 2003**.

FIFTH: The Plan of Merger was adopted by the shareholder of the **surviving** corporation on 4th day of November, 2003.

SIXTH: The Plan of Merger was adopted by the shareholder of the **merging** corporation on 4th day of November, 2003.

EFFECTIVE DATE
12-31-03

SEVENTH: SIGNATURES FOR EACH CORPORATION

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 4th day of November, 2003.

BARNETT SOUTHSIDE LAND, INC.



David R. Smith, President

BAC NUBAFA, INC.

Edward J. Stark, President

SEVENTH: SIGNATURES FOR EACH CORPORATION

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 4th day of November, 2003.

BARNETT SOUTHSIDE LAND, INC.

David R. Smith, President

BAC NUBAEA, INC.



Edward J. Stark, President

EXHIBIT A

STATE OF FLORIDA
PLAN OF MERGER
MERGING
BARNETT SOUTHSIDE LAND, INC.
INTO
BAC NUBAFA, INC.

Pursuant to this Plan of Merger, **BARNETT SOUTHSIDE LAND, INC.** (the Merging Corporation), shall be merged ("Merger") with and into **BAC NUBAFA, INC.**

The Merger shall be in accordance with the following terms and conditions:

FIRST: The name and jurisdiction of each **merging** entity are as follow:

BARNETT SOUTHSIDE LAND, INC. **FLORIDA**

SECOND: The name and jurisdiction of the **surviving** entity is as follows:

BAC NUBAFA, INC. **DELAWARE**

THIRD: The Articles of Incorporation of **BAC NUBAFA, INC.** in effect at the time of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

FOURTH: Additional terms and conditions of the Merger are as follows:

(a) The bylaws of **BAC NUBAFA, INC.** as they shall exist at the time of the Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of **BAC NUBAFA, INC.** shall continue in office upon and after the time of the Merger.

(c) The Merger shall become effective on **December 31, 2003** or on such other date and time as the officers of **BAC NUBAFA, INC.** shall deem appropriate.

FIFTH: The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:

(a) Each share of common stock of **BAC NUBAFA, INC.** issued and outstanding at the time of the Merger shall remain issued and outstanding.

(b) Each share of common stock of the Merging Corporation issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

SIXTH: This Plan of Merger may be terminated and abandoned by action of the Board of Directors of **BAC NUBAFA, INC.** at any time prior to the effective date of the Articles of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Director of the Merging Corporation at any time prior to the filing of the articles of merger.

SEVENTH: All of the property, rights, privileges, leases and patents of the Merging Corporation are to be transferred to and become the property of **BAC NUBAFA, INC.**, the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which maybe needed to effectuate a full and complete transfer of ownership.

This Plan of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 4th day of November, 2003.

BARNETT SOUTHSIDE LAND, INC.



David R. Smith, President

BAC NUBAFA, INC.

Edward J. Stark, President


This Plan of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 4th day of November, 2003.

BARNETT SOUTHSIDE LAND, INC.

David R. Smith, President

BAC NUBAFA, INC.



Edward J. Stark, President