

P96000031605

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May 1, 2001

VIA AIRBORNE EXPRESS
Airbill Number 4280642015

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY -3 PM 4: 03

Re: Articles of Merger for Tarpon Springs Land Development, Inc.
and Mainstreet & Company, Inc.

Dear Clerk:

300004133223--7
-05/03/01--01043--006
*****78.75 *****78.75

Enclosed for filing with your office are an original and one copy of the Articles of Merger with attached Plan of Merger for the above-referenced corporation, along with a check in the amount of \$78.75 to cover fees. Please return a certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

Very truly yours,


GALE SILBERMANN

GS/do
Enclosures

cc: Mr. Thomas Wilkey

Merger

V. SHEPARD MAY 11 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

TARPON SPRINGS LAND DEVELOPMENT, INC., a Florida corporation,
P98000077418

INTO

MAINSTREET & COMPANY, INC., a Florida entity, P96000031605

File date: May 3, 2001

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
BETWEEN
TARPON SPRINGS LAND DEVELOPMENT, INC.
AND
MAINSTREET & COMPANY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 23 PM 4:03

Pursuant to §607.1105 of the Florida Business Corporation Act, Mainstreet & Company, Inc., a Florida corporation, (the "Surviving Corporation"), and Tarpon Springs Land Development, Inc., a Florida corporation, (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger"). The Surviving Corporation will be the surviving corporation in the Merger.

ARTICLE I. The Plan of Merger, effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached to and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II. The effective time and date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

ARTICLE III. The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on September 30, 2000 and by written consent of the sole shareholder of the Surviving Corporation represented at a special shareholder meeting held on September 30, 2000. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its Board of Directors on September 30, 2000 and by written consent of the sole shareholder of the Merging Corporation represented at a special shareholder meeting held on September 30, 2000.

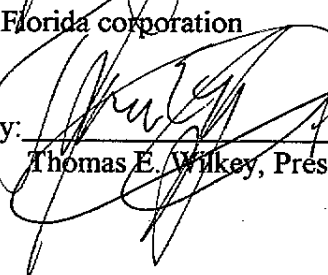
ARTICLE IV. Under the Plan of Merger, all issued and outstanding shares of the Merging Corporation's stock will be acquired by means of a merger of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving corporation in the Merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 1st day of May, 2001.

TARPON SPRINGS LAND DEVELOPMENT,
INC.,
a Florida corporation

By:  Pres.
Thomas E. Wilkey, President

MAINSTREET & COMPANY, INC.,
a Florida corporation

By: 
Thomas E. Wilkey, President

MINUTES OF SPECIAL MEETING
Directors of Tarpon Springs Land Development Corporation

PLAN OF MERGER

A special meeting of the Board of Directors of Tarpon Springs Land Development Corporation was held at the office of the Corporation, 10529 Lake Williams Drive, Odessa, FL 33556 on September 30, 2000. The following Directors being all of the Directors and Shareholders of the Corporation were present:

Thomas E. Wilkey

The meeting was called for the purpose of entering into a Tax Free plan of re-organization under code section 354(a)(1) whereby the Assets & Liabilities of Tarpon Springs Land Development Corporation a sub-S Corporation will be merged into the solely owned Corporation, Mainstreet & Company, Inc.

The plan and agreement of Merger is made and entered into to become effective 9/1/00 by and between Tarpon Springs Land Development Corporation, the Transferor Corporation and Mainstreet & Company, Inc. the Acquiring Corporation.

Tarpon Springs Land Development Corporation was formed solely to acquire raw land for development and to sell such raw land to individuals or to Mainstreet & Company, Inc. for construction of new homes.

The plan to merge Tarpon Springs Land Development Corporation into Mainstreet & Co. is due to the decision of the Directors of Mainstreet to build speculative homes on the remaining land.

The Board of Directors, this date agree to such a transfer of Assets and Liabilities in exchange for the 500 shares of Tarpon Sprngs Development Corporation Stock. The 500 shares of Tarpon Springs Land Development Corporation stock will be surrendered to Mainstreet & Co., Inc. No monies will be given in exchange. Thomas E. Wilkey, the only Shareholder in Mainstreet & Co., Inc. will receive the 500 shares of common stock from Tarpon Springs Land Development Corporation.

This motion duly made, the resolution was adopted this first day of October, 2000.

Thomas E. Wilkey, President

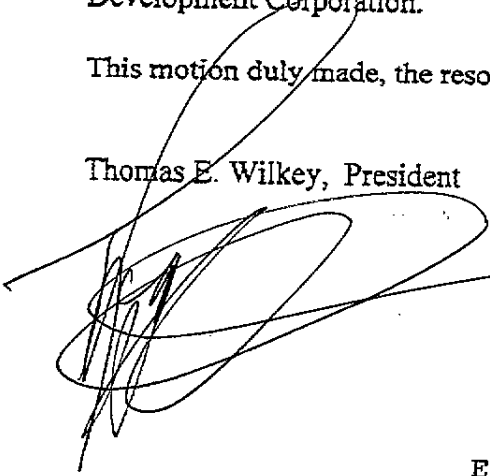


EXHIBIT "A"