

P96000073323

LAWRENCE R. JENSEN

ATTORNEY AT LAW

December 21, 1998

BY FEDERAL EXPRESS

Secretary of State
Division of Corporations
Amendments Section
409 E. Gaines St.
Tallahassee, FL 33299

300002722643--7

-12/24/98--01105--007

*****70.00 *****70.00

300002722643--7

-12/24/98--01105--008

*****8.75 *****8.75

Re: Merger of Greer Research Associates Corp., a Florida corporation

Dear Secretary of State:

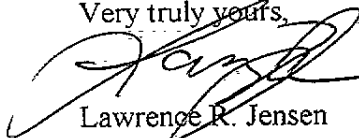
Please find enclosed herein the following:

- 1) Articles of Merger
- 2) Agreement of Merger (Plan of Merger)
- 3) Two sets of copies of the foregoing
- 4) Check in the sum of 70.00, filing fee
- 5) Check in the sum of \$8.75, for a certified copy of the foregoing
- 6) Self addressed, stamped return envelope

Please file the enclosed effective December 31, 1998.

Thank you for your attention to this matter.

Very truly yours,


Lawrence R. Jensen

EFFECTIVE DATE
12-31-98

FILED
98 DEC 24 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TLL JAN 7 1999
merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

GREER RESEARCH ASSOCIATES CORP., a Florida corporation
P96000073323

INTO

GREER RESEARCH ASSOCIATES, INC., a California corporation not qualified
in Florida

File date: December 24, 1998, effective December 31, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12-31-98

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

FIRST: The name and jurisdiction of the surviving corporation is Greer Research Associates, Inc., a California corporation, under the jurisdiction of the State of California.

SECOND: The name and jurisdiction of each merging corporation is Greer Research Associates Corp., a Florida corporation, under the jurisdiction of the State of Florida.


THIRD: The Agreement of Merger (Plan of Merger) is attached.

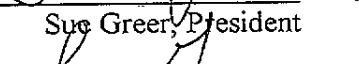
FOURTH: The merger shall become effective on December 31, 1998.

FIFTH: The Agreement of Merger (Plan of Merger) was adopted by the shareholders of the surviving corporation on December 21, 1998.


SIXTH: The Agreement of Merger (Plan of Merger) was adopted by the shareholders of the merging corporation on December 21, 1998.

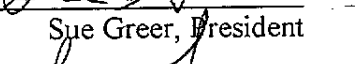
Greer Research Associates, Inc., a California corporation

by 
Sue Greer, President

by 
Sue Greer, Secretary

Greer Research Associates Corp., a Florida corporation

by 
Sue Greer, President

by 
Sue Greer, Secretary

FILED
98 DEC 24 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER
(Plan of Merger)

This Agreement of Merger (Plan of Merger) is submitted in accordance with Florida Business Corporations Act, pursuant to section 607.1101, F.S., and California Corporations Code, sections 1101 and 1103:

This Agreement of Merger is entered into between Greer Research Associates, Inc., a California corporation (herein "Surviving Corporation") and Greer Research Associates Corp., a Florida corporation (herein "Disappearing Corporation"); the terms and conditions of the merger are set forth in this agreement:


1. Disappearing Corporation shall merge into Surviving Corporation. Surviving Corporation shall be the surviving corporation of this merger.
2. The name of Surviving Corporation is Greer Research Associates, Inc., a California corporation, and the jurisdiction of this corporation is the State of California.
3. The name of the Disappearing Corporation is Greer Research Associates Corp., a Florida corporation, and the jurisdiction of this corporation is the State of Florida.
4. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation, or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
 - a) All outstanding shares of Disappearing Corporation are held by a sole shareholder, Sue Greer.
 - b) All outstanding shares of Disappearing Corporation shall be transferred to Surviving Corporation.
 - c) As consideration for this agreement, Surviving Corporation has issued (or shall immediately issue) 100,000 shares of Surviving Corporation to Sue Greer, the sole shareholder of Disappearing Corporation. Said 100,000 shares comprise all of the outstanding shares of Surviving Corporation.
 - d) There are no other outstanding rights to acquire shares of either corporation.
5. Disappearing Corporation shall, from time to time, as and when requested by Surviving Corporation, execute and deliver all documents and instruments and take all actions necessary or desirable to evidence or carry out this merger.

6. The effect of the merger is as prescribed by law.

7. The effective date of the merger is December 31, 1998.

IN WITNESS WHEREOF the parties have executed this Agreement.

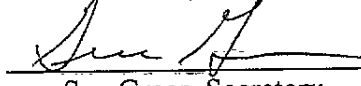
Greer Research Associates, Inc.
a California corporation

by 
Sue Greer, President

by 
Sue Greer, Secretary

Greer Research Associates Corp.
a Florida corporation

by 
Sue Greer, President

by 
Sue Greer, Secretary