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TALLAHASSEE, FLORIDA

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Refer to File No.

Writer's Direct Dial No.

962044

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June 26, 2006

Bureau of Corporate Records
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Willow Pond Holdings, Inc., a Georgia corporation;
Willow Pond Holdings, Inc., a Florida corporation
Articles and Plan of Merger

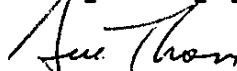
Gentlemen:

On behalf of the referenced corporations, I enclosed an original and duplicate copy of Articles of Merger and Plan of Merger, along with our client's check in the amount of \$70.00, representing the filing fee.

Please acknowledge receipt and filing of these articles by stamping the extra copy and returning same to the undersigned.

If you have any questions regarding these documents or require further assistance before they can be filed, please contact the undersigned by telephone rather than returning the documents.

Very truly yours,



Sue Thomas
Paralegal to Susan W. Carlson

ST/sb
Encls.

FILED
06 JUN 28 AM 10:2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER AND PLAN OF MERGER
OF
WILLOW POND HOLDINGS, INC., a Florida corporation
with and into
WILLOW POND HOLDINGS, INC., a Georgia corporation

The undersigned corporations, in accordance with the Georgia Business Corporation Code and the Florida Business Corporation Act, hereby adopt the following Articles of Merger and Plan of Merger:.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the merger and these Articles of Merger and Plan of Merger are Willow Pond Holdings, Inc., a Georgia corporation, with its principal business office located at Willow Pond Farm, at 100 Willow Pond Road, Dahlonga, Georgia 30533 and Willow Pond Holdings, Inc., a Florida corporation.

ARTICLE II. Surviving Corporation. The corporation to survive the merger is Willow Pond Holdings, Inc., a Georgia corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger.

A. Merger. On the Effective Date of the merger specified herein, Willow Pond Holdings, Inc., a Florida corporation (the "Merged Corporation") shall merge with and into Willow Pond Holdings, Inc., a Georgia corporation (the "Surviving Corporation") in accordance with the merger laws of the States of Florida and Georgia. The Merged Corporation shall continue to exist under the laws of the State of Georgia as the Surviving Corporation and the separate existence of the Merged Corporation shall terminate on the Effective Date of the merger.

B. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation before the merger and shall not be changed by virtue of the merger.

C. Bylaws. The Bylaws of the Merged Corporation in effect on the Effective Date of the merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law.

D. Tax Matters. The Surviving Corporation shall assume the fiscal year end, the tax identification number and the tax elections of the Merged Corporation.

E. Effect of Merger. On the Effective Date of the merger the separate existence of the Merged Corporation shall cease. As provided by the Georgia Business Corporation Code, the Surviving Corporation shall thereupon and thereafter possess all of

the rights, privileges, immunities and franchises of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such merger.

F. Exchange of Shares. On the Effective Date of the Merger, each issued share of the Merged Corporation shall be cancelled due to the fact that the sole shareholder of the Merged Corporation owns all of the stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

G. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

H. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be the date the Articles of Merger and Plan of Merger are filed in the State of Georgia, pursuant to the Florida Business Corporation Act and Georgia Business Corporation Code.

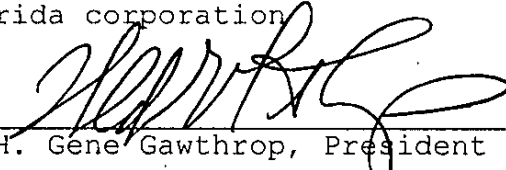
I. Further Assurances. Each of the parties hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Georgia and Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate this merger.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the sole member of the Board of Directors and the Sole Shareholder of the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith acknowledged by each of the constituent corporations as required by the laws of the States of Georgia and Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.234(1)(b), Florida Statutes, is required.

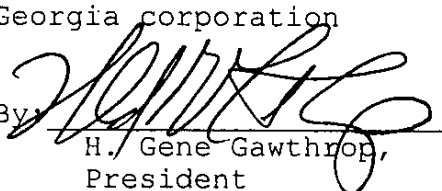
ARTICLE V. Publication Requirement. The Surviving Corporation through its President hereby confirms that an undertaking by the Surviving Corporation for publication of a Notice of Merger Filing and payment therefor will be made as required under Section 14.2-1105.1(b) of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 8th day of May, 2006.

WILLOW POND HOLDINGS, INC., a
Florida corporation

By: 
H. Gene Gawthrop, President

WILLOW POND HOLDINGS, INC., a
Georgia corporation

By: 
H. Gene Gawthrop,
President