

P97000013206

CAPITAL CONNECTION, INC.

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FILED
2002 JUN 10 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Excalibur Industries, Inc.

Please
file
ASAP!!



Super
Rude!!

C. Coulliste JUN 10 2002

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

☒ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

02 JUN 10 AM 11:06
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

GLOBAL REALTY MANAGEMENT GROUP, INC., a Florida corporation,
P97000013206

INTO

EXCALIBUR INDUSTRIES, INC., a Delaware entity not qualified in Florida

File date: June 10, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
(Profit Corporations)

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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>State of Jurisdiction</u>
Excalibur Industries, Inc.	Delaware

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

<u>Name</u>	<u>State of Jurisdiction</u>
Global Realty Management Group, Inc.	Florida

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on June 10, 2002.

FIFTH: Adoption of Merger by **surviving** corporation – The Plan of Merger was adopted by the shareholders of the surviving corporation on May 6, 2002.

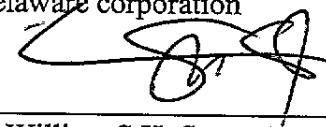
SIXTH: Adoption of Merger by **merging** corporation – The Plan of Merger was adopted by the shareholders of the merging corporation on May 6, 2002.

SEVENTH: **SIGNATURES FOR EACH CORPORATION**

GLOBAL REALTY MANAGEMENT GROUP, INC.,
a Florida corporation

By: 
William S.H. Stuart, President

EXCALIBUR INDUSTRIES, INC.,
a Delaware corporation

By: 
William S.H. Stuart, President

PLAN OF MERGER.
(Merger of subsidiary corporation)

1. The following plan of merger is submitted in compliance with Section 607.1104 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

2. The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>State of Jurisdiction</u>
Global Realty Management Group, Inc.	Florida

3. The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>State of Jurisdiction</u>
Excalibur Industries, Inc.	Delaware

4. The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other properties as follows:

(a) Each share of common stock of the parent issued and outstanding immediately prior to the effective date of the merger shall be changed and converted into one fully paid and nonassessable share of the common stock of the subsidiary;

(b) Each share of Series A Preferred Stock of the parent issued and outstanding immediately prior to the effective date of the merger shall be changed and converted into one fully paid and nonassessable share of Series A Convertible Preferred Stock of the subsidiary;

(c) Each share of Series B Preferred Stock of the parent issued and outstanding immediately prior to the effective date of the merger shall be changed and converted into one fully paid and nonassessable share of Series B Convertible Preferred Stock of the subsidiary;

(d) Each share of undesignated preferred stock of the parent issued and outstanding immediately prior to the effective date of the merger shall be changed and converted into one fully paid and nonassessable share of undesignated preferred stock of the subsidiary, and

(e) Each share of common stock of the subsidiary issued and outstanding immediately prior to the effective date of the merger (100 shares held by the parent) shall be canceled and returned to the status of authorized but unissued common stock of the subsidiary.

5. If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

On and after the effective date of the merger, all of the outstanding certificates that, prior to that time, represented shares of the capital stock of the parent shall be deemed for all purposes to evidence ownership and to represent an equal number, class, and series of shares of the capital stock of the subsidiary and shall be so registered on the books and records of the subsidiary or its transfer agent. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the subsidiary or its transfer agent, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividend or other distributions upon, the shares of the subsidiary evidenced by such outstanding certificate as above provided. After the effective date of the merger, whenever certificates which formerly represented shares of the parent are presented for transfer or conversion, the subsidiary will cause to be issued in respect thereof a certificate or certificates representing the appropriate number of shares of the capital stock of the subsidiary in accordance with Section 4.

6. If applicable, shareholders of the subsidiary corporation, who, except for the applicability of Section 607.1104 F.S. would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the value of their shares.