

P97000026716

(Requestor's Name)

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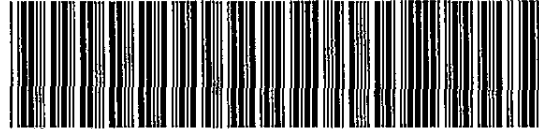
(Business Entity Name)

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Merger

RECEIVED
04 MAR 10 AM 10:43
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
04 MAR 10 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 478080 4303940
AUTHORIZATION : *Patricia Pajula*
COST LIMIT : \$ 70.00

ORDER DATE : March 5, 2004

ORDER TIME : 9:41 AM

ORDER NO. : 478080-025

CUSTOMER NO: 4303940

CUSTOMER: Ms. Kathleen Wheeler
Holland & Knight LLP
Suite 4100
100 North Tampa Street
Tampa, FL 33602

ARTICLES OF MERGER

MADEE, INC.

INTO

MADEE MERGER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
BETWEEN
MADEE, INC.
AND
MADEE MERGER, INC.

FILED
04 MAR 10 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, and Section 14-1104 of the Georgia Business Corporation Code, Madee, Inc., a Florida corporation ("MadeeFL"), and Madee Merger, Inc., a Georgia corporation ("Survivor"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of MadeeFL into the Survivor (the "Merger"), which will be the surviving corporation in the Merger:

ARTICLE I

The name and jurisdiction of each party to the Merger are as follow:

	<u>Name</u>	<u>Jurisdiction</u>	<u>Document #</u>
Survivor:	Madec Merger, Inc.	Georgia	Not qualified in Florida
Merging Corporation:	Madee, Inc.	Florida	97000026716

ARTICLE II

As provided in the Plan of Merger, attached to these Articles of Merger as Exhibit A and made a part of these Articles of Merger (the "Plan of Merger"), the Merger shall be effective upon filing.

ARTICLE III

The Plan of Merger was adopted by the Survivor by the unanimous written consent of its Board of Directors as of March 5, 2004, and no shareholder approval was required pursuant to the Georgia Business Corporation Code. The Plan of Merger was adopted by MadeeFL by the unanimous written consent of its Board of Directors as of March 5, 2004 and no shareholder approval was required pursuant to Section 607.1103(7) and 607.1104 of the Florida Business Corporation Act..

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of March 5, 2004.

MADEE, INC.

By: Etweenda N. Wade
Name: ETWEENDA N. WADE
Title: president

MADEE MERGER, INC.

By: Etweenda N. Wade
Name: _____
Title: _____

PLAN OF MERGER
OF
MADEE, INC.
INTO
MADEE MERGER, INC.

The following plan of merger was adopted and approved by each party to the merger in accordance with Section 607.1104 of the Florida Business Corporation Act and Section 14-2-1104 of the Georgia Business Corporation Code.

1. Madee, Inc. (the "Merging Corporation"), which is a business corporation of the State of Florida, document #P97000026716, and is the owner of all of the outstanding shares of Madee Merger, Inc. (the "Surviving Corporation"), which is a business corporation of the State of Georgia, hereby merges Madee, Inc. into Madee Merger, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Georgia Business Corporation Code.
2. The separate existence of Madee, Inc. shall cease at the time the merger takes effect pursuant to the Florida Business Corporation Act; and Madee Merger, Inc. shall change its name to Madee, Inc. and continue its existence as the surviving corporation pursuant to the provisions of the Georgia Business Corporation Code.
3. The articles of incorporation of Madee Merger, Inc. are amended to change the name of the corporation to Madee, Inc.
4. Each issued share of Madee, Inc. outstanding immediately prior to the time of the merger shall be surrendered and converted into one share of Madee Merger, Inc.
5. Each share of Madee Merger, Inc. outstanding immediately prior to the time of the merger shall be surrendered and extinguished, as of the effective date of the merger.
6. The Board of Directors and the proper officers of Madee Merger, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided.
7. There are no shareholders that possess the rights as dissenting shareholders pursuant to § 607.1320 F.S.