

P97000039584

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SOUTHERN ENERGY OF GAINESVILLE COMPANY, a Florida corporation,
K23192

INTO

WINDWALKER, INC., a Florida corporation, P97000039584.

File date: May 7, 1997

Corporate Specialist: Joy Moon-French

P97000039584



ACCOUNT NO. : 072100000032

REFERENCE : 357328 4360189

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : May 7, 1997

ORDER TIME : 10:34 AM

ORDER NO. : 357328-005

CUSTOMER NO: 4360189

CUSTOMER: Tracey Kenyon, Legal Asst
Moss & Rocovich, P.c.
4415 Electric Road

Roanoke, VA 24014

600002169736--6
-05/07/97--01079--018
*****70.00 *****70.00

ARTICLES OF MERGER

SOUTHERN ENERGY OF GAINESVILLE
COMPANY

INTO

WINDWALKER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
X ____ PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
97 MAY -7 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 MAY -7 AM 11:28
DIVISION OF CORPORATION

517
merger

FILED

97 MAY -7 PM 1:20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER OF
SOUTHERN ENERGY OF GAINESVILLE COMPANY
AND
WINDWALKER, INC.**

Southern Energy of Gainesville Company and Windwalker, Inc. set forth the following Articles of Merger.

(a) The plan of merger is:

(1) The names of the corporations proposing to merge are Southern Energy of Gainesville Company and Windwalker, Inc., and the surviving corporation shall be Windwalker, Inc.

(2) Upon such merger becoming effective, all of the assets presently owned by Southern Energy of Gainesville Company will become the property of Windwalker, Inc. and Windwalker, Inc. will assume all of the liabilities of Southern Energy of Gainesville Company. The officers and directors of Windwalker, Inc. shall be the officers and directors of the surviving corporation until their successors shall be elected and qualified. The by-laws of Windwalker, Inc. shall remain the same as they now are for the surviving corporation and the registered agent of Windwalker, Inc. and the registered office of Windwalker, Inc. shall remain the registered agent and registered office of the surviving corporation.

(3) The shares of Southern Energy of Gainesville Company shall be convertible to shares of stock of Windwalker, Inc. at the ratio of one share of stock of Windwalker, Inc. to one share of stock of Southern Energy of Gainesville Company.

(b) The above plan of merger was approved at a meeting of the Board of Directors of each of the corporations herein named held on May 2, 1997, each stockholder of each corporation waived notice as required by applicable law and the plan set forth above was adopted by unanimous written consent of the stockholders of each of the corporations at meetings of such stockholders held on May 2, 1997.

(c) Windwalker, Inc. has ten (10) shares of stock outstanding and all are of the same class. Southern Energy of Gainesville Company has one thousand (1,000) shares of stock outstanding and all are of the same class.

(d) As to Windwalker, Inc., the number of shares voted for the plan of merger was ten (10) and the number of shares voted against the plan of merger was zero (0). As to Southern Energy of Gainesville Company, the number of shares voted for the plan of merger was one thousand (1,000) and the number of shares voted against the plan of merger was zero (0).

(e) The stated capital of the surviving corporation on the effective date of the merger will be One Thousand Dollars (\$1,000.00).

WINDWALKER, INC.

By: Joseph C. Phillips
Joseph C. Phillips, President

SOUTHERN ENERGY OF GAINESVILLE COMPANY

By: Joseph C. Phillips
Joseph C. Phillips, President

I, Joseph C. Phillips, President and sole shareholder of Windwalker, Inc.,
do hereby verify by oath the above Articles of Merger.

Joseph C. Phillips
Joseph C. Phillips

I, Joseph C. Phillips, President and sole shareholder of Southern Energy
of Gainesville Company, do hereby verify by oath the above Articles of Merger.

Joseph C. Phillips
Joseph C. Phillips