

P97000075000

Pacific
Requestor's Name

Address

5249010
City/State/Zip Phone #

200002341202--4
Office Use Only
11/01/97--01023--005
www.122.50 www.122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Pensacola*
(Corporation Name) (Document #)
2. *Skylar Waynesboro, Inc.*
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 97 OCT 31 PM 4: 18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Filing articles of merger

11/3
John Merger C.C.

RECEIVED
 97 OCT 31 PM 3: 07
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials	
---------------------	--

P97000075000

ARTICLES OF MERGER
Merger Sheet

MERGING:

RESTFUL ACRES, INC., a Mississippi corporation, not qualified in Florida

INTO

SKYLER WAYNESBORO, INC., a Florida corporation, P97000075000

File date: October 31, 1997

Corporate Specialist: Joy Moon-French

FILED
97 OCT 31 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
RESTFUL ACRES, INC., A MISSISSIPPI CORPORATION,
INTO
SKYLER WAYNESBORO, INC., A FLORIDA CORPORATION

ARTICLES OF MERGER between Restful Acres, Inc., a Mississippi corporation ("Restful") and Skyler Waynesboro, Inc., a Florida Corporation ("Skyler").

Pursuant to Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Florida Act") and Sections 79-4-11.04 and 79-4-11.05 of the Mississippi Business Corporation Act (the "Mississippi Act"), Restful and Skyler adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of October 31, 1997 ("Plan of Merger"), between Restful and Skyler was approved and adopted by the directors of Restful on October 29, 1997, effective as of October 31, 1997, and was approved and adopted by the directors of Skyler on October 29, 1997, effective as of October 31, 1997. No shareholder approval of the Plan of Merger is required under the Florida Act or the Mississippi Act.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Restful's stock will be cancelled by virtue of the merger of Restful into Skyler with Skyler the surviving corporation ("Merger"). Restful is a wholly owned subsidiary of Skyler.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Florida Act and Section 79-4-11.05(b) of the Mississippi Act, the date and time of the effectiveness of the Merger shall be on the latest of

(i) the filing of these Articles of Merger with the Secretary of State of Florida, (ii) the filing of these Articles of Merger with the Secretary of State of Mississippi, or (iii) October 31, 1997.

5. Skyler as the sole shareholder of Restful waives any requirement of notice or mailing of a copy of the Plan of Merger.

IN WITNESS WHEREOF, the parties have set their hands this 29th day of October, 1997, but effective as of October 31, 1997.

ATTEST:

RESTFUL ACRES, INC.
a Mississippi corporation

Dana R. Foster
Secretary

By: [Signature]
President

ATTEST:

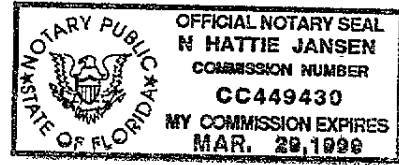
SKYLER WAYNESBORO, INC., a
Florida corporation

Dana R. Foster
Secretary

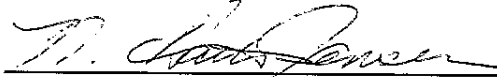
By: [Signature]
President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 29th day of October, 1997, but effective as of October 31, 1997, by Scott J. Bell, in his capacity of President of Restful Acres, Inc., a Mississippi corporation, who is personally known to me or



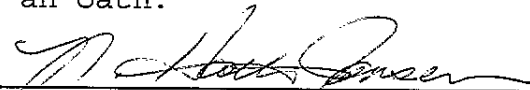
provided _____ as identification and who did not take an oath.



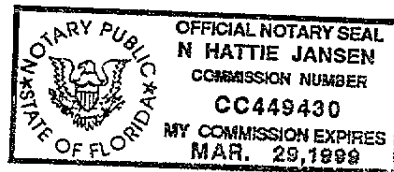
Notary Public

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 29th day of October, 1997, but effective as of October 31, 1997, by Scott J. Bell, in his capacity of President of Skyler Waynesboro, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.



Notary Public



AGREEMENT AND PLAN OF MERGER

Merger between Skyler Waynesboro, Inc., a Florida corporation, (the "Surviving Corporation") and Restful Acres, Inc., a Mississippi corporation, (the "Disappearing Corporation"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Agreement and Plan of Merger (the "Plan") in accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act (the "Florida Act") and Section 79-4-11.01 *et seq.* of the Mississippi Business Corporation Act (the "Mississippi Act"). The Florida Act and the Mississippi Act are collectively referred to as the "Acts".

WITNESSETH:

WHEREAS, Disappearing Corporation desires to merge with and into Surviving Corporation, with Surviving Corporation being the surviving corporation on the terms, and subject to the conditions, set forth in this Plan; and

WHEREAS, Surviving Corporation owns 100% of Disappearing Corporation's outstanding common stock; and

WHEREAS, the Board of Directors of Surviving Corporation has determined it is advisable that Disappearing Corporation be merged into Surviving Corporation, on the terms and conditions set forth, in accordance with the Acts.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Cancellation of Disappearing Corporation's Common Stock. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without any action on the part of the Surviving Corporation, by virtue of the Merger be cancelled simultaneously with the effectiveness of the Merger.

3. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and the existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger; provided, however the Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Act.

4. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and the Mississippi Secretary of State. Upon the Effective Date, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President to execute Articles of Merger in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles of

Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State and the Disappearing Corporation to the Mississippi Secretary of State. In accordance with §607.1105 of the Florida Act and §79-4-11.05 of the Mississippi Act, the Articles of Merger shall specify the "Effective Date".

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the Effective Date by mutual agreement of the Board of Directors of the constituent corporations.

7. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations.

8. The Plan has been approved by the Board of Directors of both Constituent Corporations. The Surviving Corporation is sole shareholder of Disappearing Corporation and waives any and all rights to notice or mailing of notice of the Merger.

IN WITNESS WHEREOF, the parties have set their hands effective as of the 31st day of October, 1997.

SKYLER WAYNESBORO, INC.

Attest: Dana R. Foster
Secretary

By: [Signature]
Its President

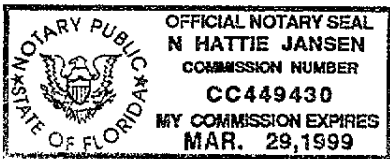
RESTFUL ACRES, INC.

Attest: Don R. Foster
Secretary

By: [Signature]
Its President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

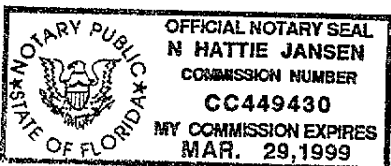
The foregoing was executed before me this 29th day of October, but effective as of the 31st day of October, 1997, by Scott J. Bell in his capacity of President of Skyler Waynesboro, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.



[Signature]
Notary Public
My Commission Number: CC449430
My Commission Expires: 3/29/97

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 29th day of October, 1997, but effective as of the 31st day of October, 1997, by Scott J. Bell in his capacity of President of Restful Acres, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.



[Signature]
Notary Public
My Commission Number: CC449430
My Commission Expires: 3/29/97