

097000097445  
WOODS & WOODS, P.A.

Attorneys and Counselors at Law  
612 East Colonial Drive, Suite 190  
Orlando, Florida 32803-4650  
(407) 481-2993 (voice)  
(407) 481-2982 (facsimile)  
E-mail: woodslaw@ctinet.net

T. Michael Woods  
David R. Woods

Commercial Real Estate Law  
Business Law  
Wills and Probate

### TRANSMITTAL LETTER

Sent via U.S. Mail

To: Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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-05/28/02--01071--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FROM: Woods and Woods, P.A.  
612 E. Colonial Suite 190  
Orlando, FL 32803  
407. 481-2993

DATE: May 23, 2002

SUBJECT: ARTICLES OF MERGER OF  
COURSEY, INC. AND B & P PROPERTIES, INC.

Coursey, Inc.  
P.O. Box 560069  
Orlando, FL 32856-0069  
407. 540-1115

Enclosed are original Articles of Merger and check number 5712 for:

✓ \$70.00  
Filing Fee (\$35.00 per party)

\_\_\_\_ \$78.75\*  
Filing Fee & Certified Copy

\*Additional Copy Required

NOTE: Please provide acknowledgment in the return envelope provided for your convenience.

FILED  
02 MAY 28 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

B&P PROPERTIES, INC. #P00000033341, A FLORIDA CORPORATION

INTO

**COURSEY, INC.**, a Florida entity, P97000097445.

File date: May 28, 2002

Corporate Specialist: Anna Chesnut

**ARTICLES OF MERGER**  
**of**  
**COURSEY, INC.**  
**and**  
**B & P PROPERTIES, INC.**

**FILED**  
**02 MAY 28 PM 1:34**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

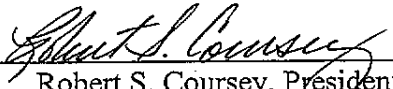
The shareholders and directors of Coursey, Inc. and B & P Properties, Inc. hereby adopt these Articles of Merger and certify that:

1. The Plan of Merger was executed on the 16<sup>th</sup> day of May, 2002, and provided, *inter alia*, that all of the shares of B & P Properties, Inc. would be exchanged for shares of Coursey, Inc., according to the following exchange plan:
  - a. Coursey, Inc. (hereafter, the "Surviving Corporation") shall acquire 600 shares of the capital stock of B & P Properties, Inc. (hereafter, "B & P"), being all of the outstanding shares of B & P.
  - b. The acquisition of such shares and merger shall take place within thirty days of the date hereof.
  - c. All of the shares of B & P shall be converted into shares of the Surviving Corporation.
  - d. All of the contracts to which B & P is a party, and all of the assets of B & P shall be assigned, quit-claimed, and otherwise conveyed to the Surviving Corporation.
  - e. The Surviving Corporation shall assume all of the contractual obligations of B & P and shall also attorn to the express obligations set forth under the various contractual agreements previously executed by B & P.
  - f. The Surviving Corporation shall assume all of the debts of B & P and shall also attorn to the creditors of B & P.
  - g. The shareholders of B & P shall receive one (1) fully paid and non-assessable share of the Surviving corporation for each share of B & P owned on the effective date of the Plan of Merger which is delivered to the Secretary of the Surviving Corporation, with an executed stock power attached.
  - h. All shares of B & P to be converted shall be freely assignable by the owner of such share or shares, and unencumbered by any pledge or hypothecation to a third-party entity or non-shareholder of B & P.
  - i. Preemptive rights if any, of any shareholder of B & P to purchase shares of B & P, shall be preserved, but shall entitle the shareholder of B & P to purchase shares of the Surviving Corporation in accordance with the By-laws of the Surviving Corporation.
2. The effective date of the merger shall be the date of filing of these Articles of Merger with the offices of the Secretary of State, Corporations Division, State of Florida.
3. The shareholders of Coursey, Inc. approved the Plan of Merger on May 16<sup>th</sup>, 2002.


4. The shareholders of B & P Properties, Inc. approved the Plan of Merger on May 16<sup>th</sup>, 2002.
5. The plan of Merger has been fully executed.

Dated this 16th day of May, 2002.

**Coursey, Inc.**

By:   
Robert S. Coursey, President  
and Chairman of the Board  
of Directors

**B & P Properties, Inc.**

By:   
Robert S. Coursey, President  
and Chairman of the Board  
Of Directors