

P98000051611

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

Trent Diller Enterprises, Inc.

#324

4/457/91383

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Merger
KRC
3-23
3/23/01
(4)

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRENT DILFER ENTERPRISES, INC., a Florida corporation, document number
P98000051611

INTO

TRENT DILFER ENTERPRISES, INC., a Nevada corporation not qualified in
Florida

File date: March 23, 2001

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF TRENT DILFER ENTERPRISES, INC.,
a Florida corporation,
INTO TRENT DILFER ENTERPRISES, INC.
a Nevada corporation

ARTICLE I
Names and Surviving Corporation

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Trent Dilfer Enterprises, Inc. (the "Florida Corporation")	Florida
Trent Dilfer Enterprises, Inc. (the "Nevada Corporation")	Nevada

The Nevada Corporation shall be the surviving corporation.

ARTICLE II
Plan of Merger

The plan of merger is attached hereto as Exhibit A.

ARTICLE III
Date of Adoption

The date of adoption of the plan of merger by the sole shareholder and director of each corporation is:

<u>Name</u>	<u>Date of Adoption</u>
The Florida Corporation	March 15, 2001
The Nevada Corporation	March 15, 2001

ARTICLE IV
Date Effective

The merger shall be effective on the date of filing of these Articles of Merger by both the Florida Department of State and the Nevada Department of State.

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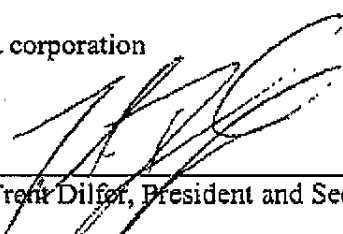
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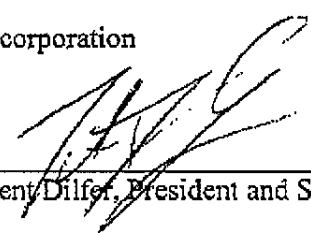
03-23-01 10:09A P.03

Dated this 15 day of March 2001.

TRENT DILFER ENTERPRISES, INC.,
a Florida corporation

By: 
Trent Difer, President and Secretary

TRENT DILFER ENTERPRISES, INC.,
a Nevada corporation

By: 
Trent Difer, President and Secretary

AUDIT NO. H01000029762 1

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER ("Plan and Agreement of Merger") by an, a Florida corporation (the "Florida Corporation"), and **TRENT DILFER ENTERPRISES, INC.**, a Nevada corporation (the "Nevada Corporation").

RECITALS

WHEREAS, the Florida Corporation's mailing address is One Harbour Place, Suite 500, Tampa, FL 33602;

WHEREAS, the Nevada Corporation's mailing address is One Harbour Place, Suite 500, Tampa, FL 33602;

WHEREAS, the sole shareholder and director of the Florida Corporation, which is governed and organized under the laws of the State of Florida, wishes to reincorporate and be governed by the laws of the State of Nevada;

WHEREAS, the Nevada Corporation was formed to act as a successor corporation to the Florida Corporation;

WHEREAS, the Florida Corporation and the Nevada Corporation have an exact identity of ownership;

NOW, THEREFORE, the Florida Corporation and the Nevada Corporation agree to merge the Florida Corporation into the Nevada Corporation in accordance with the following Plan and Agreement of Merger, in consideration of the premises and of the mutual covenants and agreements set forth herein, the receipt and adequacy of which are hereby acknowledged:

ARTICLE I

Merger and Name of Surviving Corporation

1.1 The Merger. Subject to the terms and conditions of this Plan and Agreement of Merger, at the Effective Time (as hereinafter defined), the Florida Corporation shall be merged with and into the Nevada Corporation pursuant to the provisions of, and with the effect provided under, the Florida Business Corporations Act and Chapters 78 and 92A of the Nevada Revised Statutes (said transaction being referred to herein as the "Merger"). At the Effective Time, the separate existence of the Florida Corporation shall cease and the Nevada Corporation, as the surviving entity, shall continue unaffected and unimpaired by the Merger and shall continue to be governed by the laws of the State of Nevada. The Nevada Corporation as existing on and after the Effective Time is sometimes referred to as the "Surviving Corporation."

1.2 Name of Surviving Corporation. The name of the Surviving Corporation shall remain Trent Difer Enterprises, Inc.

ARTICLE II**Articles of Incorporation and Bylaws**

The Articles of Incorporation and Bylaws of the Nevada Corporation in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE III**Officers, Board of Directors, Members**

The officers, directors, and members of the Nevada Corporation at the Effective Time shall be the officers, directors, and members of the Surviving Corporation until their resignation, death, or removal as provided by law or until the election or appointment of their respective successors.

ARTICLE IV**Effect of Merger**

At the Effective Time, all of the assets and liabilities of the Florida Corporation shall become assets and liabilities of the Nevada Corporation.

ARTICLE V**Effective Time**

Upon compliance with applicable law and upon satisfaction of other conditions precedent to the Merger, Articles of Merger evidencing the transactions contemplated herein shall be delivered for filing by both the Florida Department of State and the Nevada Department of State. The Merger shall be effective at the time and date of filing of the Articles of Merger by the Nevada Department of State and the Florida Department of State (the "Effective Time").

Dated this 15 day of March 2001.

TRENT DILFER ENTERPRISES, INC.,
a Florida corporation

By: 

Trent Difer, President

TRENT DILFER ENTERPRISES, INC.,
a Nevada corporation

By: 

Trent Difer, President