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March 12, 2001

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*****70.00 *****70.00

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Andalan, Inc.

Dear Sir or Madam:

Enclosed are Articles of Merger for the captioned company together with a check in the amount of \$70.00 to cover the filing fee. Please file the articles and return the same to me.

Sincerely yours,

John W. Grant, Jr.
Legal Assistant

FILED
01 MAR 16 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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578 Merger CM
3-16-01 JH 3-31

ARTICLES OF MERGER
Merger Sheet

MERGING:

ANDALAN, INC., a Florida corporation, document P99000010539.

INTO

ANDALAN INC., a Georgia corporation not qualified in Florida.

File date: March 16, 2001, effective March 31, 2001

Corporate Specialist: Carol Mustain

eff March 31, 01

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Andalan Inc.	Georgia

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Andalan, Inc.	Florida

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 TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on March 31, 2001.

Fifth: Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 9, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation

The Plan of Merger was adopted by the shareholders of the merging corporation on March 9, 2001.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Andalan Inc. (GA)</u>	<u>Anita Loizeaux</u>	<u>Anita Loizeaux, President</u>
<u>Andalan, Inc. (FL)</u>	<u>Anita Loizeaux</u>	<u>Anita Loizeaux, President</u>

PLAN OF MERGER

The following plan of merger is submitted in accordance with section 607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Andalan Inc.	Georgia

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Andalan, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Pursuant to the terms and conditions of this Plan of Merger (the "Plan"), on the effective date of the merger, the merging corporation shall be merged into the surviving corporation in the manner and with the effect as provided by the statutes of Georgia and Florida. The surviving corporation shall continue its corporate existence under the laws of the state of Georgia and the separate existence of the merging corporation shall cease. All property, rights, privileges, licenses, and franchises of the merging corporation, as the same were held and owned prior to the merger, shall vest in the surviving corporation subject, however, to all of the liabilities and obligations of the merging corporation and the rights of creditors of the merging corporation for which the surviving corporation shall be liable, in the same manner and to the same extent as if the surviving corporation had itself incurred such liabilities and obligations.

Fourth: The manner and basis for converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property in a manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation, or in whole or in part, into cash or other property are as follows:

(a) Merging Corporation. As a result of the liquidating distribution to be made on the effective date of the merger, March 31, 2001, by the merging corporation to the surviving corporation, all of the issued and outstanding shares of the merging corporation (presently, One Million Two Hundred Thousand Ninety-Eight Four Hundred Twelve (1,298,412)) shall have been canceled and extinguished. One (1) share of the surviving

corporation shall be issued to each shareholder of the merging corporation in exchange for each share of such shareholder's stock in the merging corporation which is cancelled.

(b) Surviving Corporation. All of the shares of the surviving corporation issued and outstanding immediately prior to the effective date of the merger, together with the additional shares to be issued to the shareholders of the merging corporation shall be the issued and outstanding shares of the surviving corporation.

Fifth: Charter and Bylaws

The Charter and Bylaws of the surviving corporation shall continue to be those of the surviving corporation from and after the effective date of the merger until changed or amended as provided by the laws of the state of Georgia.

Sixth: Officers and Directors

The Officers and Directors of the surviving corporation shall serve as the Officers and Directors of the surviving corporation, all of whom shall hold their offices until the election of their respective successors.

IN WITNESS WHEREOF, the parties have caused their authorized representatives to execute this Agreement as of the 9th day of March, 2001.

Andalan Inc., a Georgia corporation

By: Anita Loizeaux
Anita Loizeaux, President

Andalan, Inc., a Florida corporation

By: Anita Loizeaux
Anita Loizeaux, President

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