

P99000043964

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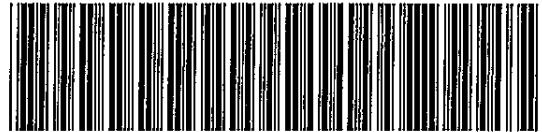
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

at Mary  
10/28

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

N. HORVITZ GP, INC., A NON QUALIFIED, A NEVADA CORP

INTO

**GREGORY GP, INC.**, a Florida entity, P99000043964

File date: October 23, 2002

Corporate Specialist: Anna Chesnut

## UNDERWOOD & ROBERTS, PLLC

ATTORNEYS AT LAW

A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION

Robert L. Underwood, P.A. \*  
Jeffery G. Roberts †  
David S. Cohen ¶, Of Counsel  
Shannon L. Evans #, Of Counsel  
Carl A. Bertoch +, Of Counsel

Toll Free Telephone: (888) 370-9355  
Toll Free Telephone: (800) 686-1615  
E-Mail: [RUNDERWOOD@RIULAW.COM](mailto:RUNDERWOOD@RIULAW.COM)  
[www.rlulaw.com](http://www.rlulaw.com)

Research Triangle Office  
4000 West Chase Blvd. Suite 410  
Raleigh, NC 27607  
Tel: (919) 664-8803  
Fax: (919) 664-8975  
Fax: (919) 664-8146

Florida Offices  
5728 Major Boulevard  
Suite 550  
Orlando, FL 32819  
Tel: (407) 354-3420  
Fax: (407) 354-3840

537 East Park Avenue  
Tallahassee, FL 32301  
Tel: (850) 222-2563  
Fax: (850) 224-2406

Southern California/Nevada Office  
Of Counsel  
3900 Paradise Road Suite U  
Las Vegas, Nevada 89109  
Tel: (702) 699-7333  
Fax: (702) 699-7377

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October 15, 2002

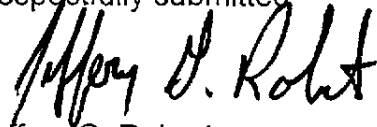
Division of Corporations  
Florida Department of State  
PO Box 6327  
Tallahassee, Florida 32314

Re: N HORVITZ GP, INC. into GREGORY GP, INC.  
Articles of Merger

Dear Secretary of State:

Enclosed please find Articles of Merger for the corporations captioned above, along with two additional copies. The articles bear the acknowledged signature of the President and the signature of the Secretary. Also enclosed is a check in the amount of \$78.75 to cover your fee. Please File the Articles of Merger and forward evidence of the filing to the undersigned. Thank you for your assistance.

Respectfully submitted

  
Jeffery G. Roberts

**ARTICLES OF MERGER**  
**OF**  
**N. HORVITZ GP, INC., A NEVADA CORPORATION**  
**INTO**  
**GREGORY GP, INC., A FLORIDA CORPORATION**

**FILED**  
02 OCT 23 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned domestic and foreign corporations hereby adopt the following articles of merger for the purpose of merging into one of the corporations:

1. The names of the undersigned corporations and the states under which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Gregory GP, Inc.	Florida
N. Horvitz GP, Inc.	Nevada

Gregory GP, Inc., a Florida corporation, is the Surviving Corporation.

2. The laws of the State of Florida and the laws of the State of Nevada permit a merger.

3. The name of the Surviving Corporation is Gregory GP, Inc. and it is to be governed by the laws of the State of Florida.

4. The following plan of merger was approved by the shareholders and directors of both corporations in the manner prescribed by the laws of the state under which they were organized:

**PLAN OF MERGER**

**A. Corporations participating in Merger.**

N. Horvitz GP, Inc. a Nevada Corporation (the "Merging Corporation") will merge into Gregory GP, Inc., a Florida Corporation, which will be the surviving corporation (the "Surviving Corporation").

**B. Name of Surviving Corporation.**

After the merger, the Surviving Corporation will have the name "Gregory GP, Inc.", a Florida corporation.

C. Merger.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this plan. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue and will be governed by the laws of the State of Florida. The time when the merger becomes effective is hereinafter referred to as the "Effective Time." This merger is a transaction qualifying as a reorganization within the meaning of Section 368 (a) (1) (F) of the Internal Revenue Code and Section 368 (a) (1) (A) of the Internal Revenue Code.

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. Merging Corporation. Each outstanding share of the Merging Corporation will be converted into and exchanged for shares of the Surviving Corporation on a ten share for one share basis such that each share of the Merging Corporation shall be exchanged for one-tenth of one share of the Surviving Corporation.
3. Fractional Shares. No fractional shares will be issued. Any shareholder of the Merging Corporation who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.
4. Surrender of Share Certificates. Each holder of a certificate representing shares to be converted or exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares to which he is entitled under this Plan. Until so surrendered, each outstanding certificate that prior to the Effective Time represents shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.

E. Articles of Incorporation.

The articles of incorporation of Gregory GP, Inc., a Florida corporation, shall not be amended and shall continue to be the articles of incorporation of the Surviving Corporation.

The present bylaws of Gregory GP, Inc., a Florida corporation shall be the bylaws of the corporation following the merger until altered, amended or repealed as herein provided.

G. Directors.

The name and address of the person who constitutes the Board of Directors of Gregory GP, Inc., a Florida Corporation, following the merger and who shall hold office until the first annual meeting of the shareholders of Gregory GP, Inc., a Florida Corporation, following merger are as follows:

<u>Name</u>	<u>Address</u>
Wayne A. Gregory	2100 Savannah Highway Charleston, SC 29414

H. Extraordinary Transaction.

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this plan.

I. Registered Agent.

The registered agent of the Surviving Corporation upon whom process, notices and demands may be served will continue to be:

<u>Name</u>	<u>Address</u>
Robert L. Underwood	537 East Park Avenue Tallahassee, FL 32301

J. Assets of Merging Corporation.

All property, real, personal and mixed and all debts due on whatever account and all other choices in action and all and every other interest of or belonging to or due to N. Horvitz GP, Inc., a Nevada Corporation, shall be deemed to be transferred and conveyed and vested in the Surviving Corporation without further act or deed in the title to and any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of the merger.

K. Liabilities of merging Corporation.

The surviving Corporation shall assume and henceforth be responsible and liable for all the liabilities and obligations of the Merging Corporation, and any claim existing

or action or proceeding by or against N. Horvitz GP, Inc., a Nevada Corporation, may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

L. Officers of Surviving Corporation.

On the effective date of merger, the following persons shall be elected to the offices herein-below described to serve in such capacities until the next annual meeting of the Board of Directors or until their successors shall be elected and shall qualify:

President	Wayne Gregory
Vice President	Robert L. Underwood
Secretary/Treasurer	Alicia Gregory

M. Abandonment.

After approval of this plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's becoming effective, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.

5. As to each of the undersigned corporations the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Gregory GP, Inc. (Florida)	100	Common	100
N. Horvitz GP, Inc. (Nevada)	1000	Common	1000

6. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to each class entitled to vote as a class, the number of shares of that class voted for and against the plan, respectively are as follows:

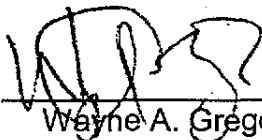
<u>Name of Corporation</u>	<u>Class</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Gregory GP, Inc. (Florida)	Common	100	0
N. Horvitz GP, Inc. (Nevada)	Common	1000	0


7. The Surviving Corporation shall be governed by the laws of the State of Florida.

8. The effective date of the merger is the date on which the Certificate of Merger is issued by the Department of State.

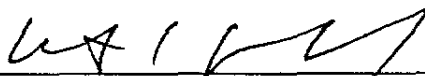
DATED: 9-1-02

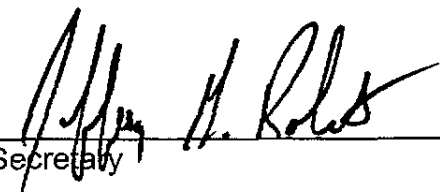
Gregory GP, Inc., a Florida Corporation

By:   
Wayne A. Gregory, President

Attest:   
Secretary

N. Horvitz GP, Inc. A Nevada Corporation

By:   
Robert L. Underwood, Vice President

Attest:   
Secretary



This instrument was acknowledged before me on 9-1-02

by Wayne Gregory as President  
Name of person

of Gregory G P, Inc.  
(Name of party on behalf of whom instrument executed)

Jeffery G. Roberts  
Notary Public Signature

(affix notary stamp or seal)

Jeffery G. Roberts  
Notary Public  
Wake County, N.C.  
My Commission Expires Jan. 29, 2006

This instrument was acknowledged before me on 9-1-02

by Robert L. Underwood as <sup>Vice</sup> President  
Name of person

of N. Horvitz G P, Inc.  
(Name of party on behalf of whom instrument executed)

Jeffery G. Roberts  
Notary Public Signature

(affix notary stamp or seal)

Jeffery G. Roberts  
Notary Public  
Wake County, N.C.  
My Commission Expires Jan. 29, 2006