

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P99000052632

Greenway Company, Inc

900003511829--9
-12/22/00--01077--005
*****70.00 *****70.00

EXPIRATION DATE
12/29/00

- ___ Art of Inc. File Merger
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ☒ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ☒ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

FILED
00 DEC 22 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 22 PM 12:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/29/00

000789, 00572, 02209, 00672
Signature

Requested by: SK
Name Date Time
12/22/00 12:08

Will Pick Up

Courier

ARTICLES OF MERGER
Merger Sheet

MERGING:

GREENWAY COMPANY, INC., a Florida corporation P99000052632
,

INTO

GREENWAY COMPANY, INC., a Wisconsin corporation not qualified in Florida.

File date: December 22, 2000, effective December 29, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 26, 2000

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: GREENWAY COMPANY, INC.
Ref. Number: P99000052632

We have received your document for GREENWAY COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$750.00.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 000A00064307

*Corrected
pls file
2nd*



RECEIVED
00 DEC 29 AM 11:14
DIVISION OF CORPORATION

ARTICLES OF MERGER OF
GREENWAY COMPANY, INC.
a Florida corporation

INTO

GREENWAY COMPANY, INC.
a Wisconsin corporation

FILED
00 DEC 22 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1105 of the Florida Statutes, the undersigned corporations, Greenway Company, Inc., a Florida corporation, and Greenway Company, Inc., a Wisconsin corporation, adopt the following Articles of Merger for the purpose of merging Greenway Company, Inc., a Florida corporation, into Greenway Company, Inc., a Wisconsin corporation.

1. Plan of Merger. The Plan of Merger setting forth the terms and conditions of the merger of Greenway Company, Inc., a Florida corporation, into Greenway Company, Inc., a Wisconsin corporation, is **attached** to these Articles as an exhibit and is hereby incorporated herein by this reference.

2. Adoption of Plan by Greenway Company, Inc. (Florida). The Plan of Merger was approved in a writing executed by all of the directors and shareholders of Greenway Company, Inc., a Florida corporation, in lieu of special meetings for that purpose, such writing dated as of 12/14, 2000.

3. Adoption of Plan by Greenway Company, Inc. (Wisconsin). The Plan of Merger was approved in a writing executed by all of the directors and shareholders of Greenway Company, Inc., a Wisconsin corporation, in lieu of special meetings for that purpose, such writing dated as of 12/14, 2000.

4. Effective Date. The Plan of Merger shall be effective on 12/29, 2000, (the "Effective Date").

5. Foreign Law. The laws of the State of Wisconsin, the jurisdiction of organization of Greenway Company, Inc., a Wisconsin corporation, permit the merger contemplated by the Plan of Merger, and all applicable laws of the State of Wisconsin will on fulfillment of all filing and recording requirements set forth by such laws have been complied with.

6. Service of Process. Greenway Company, Inc., a Wisconsin corporation, agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Greenway Company, Inc., a Florida corporation. Greenway Company, Inc., a Wisconsin corporation, irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any proceedings with respect to the matters set forth above. The Secretary of State may forward a copy of the process to Greenway Company, Inc., a Wisconsin corporation, James E. Auer, President, c/o Roth & Binn, 15850 West Bluemound Road, Brookfield, Wisconsin, 53005-6050.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of the Effective Date hereinabove set forth.

GREENWAY COMPANY, INC.,
a Florida corporation

By: James E. Auer
JAMES E. AUER
Its: President

GREENWAY COMPANY, INC.,
a Wisconsin corporation

By: James E. Auer
JAMES E. AUER
Its: President

PLAN OF MERGER

This Plan of Merger (the "Plan") is agreed to by GREENWAY COMPANY, INC., a Florida corporation, and GREENWAY COMPANY, INC., a Wisconsin corporation, the corporations being sometimes hereafter collectively referred to as the "Constituent Corporations."

In consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Background. The respective Boards of Directors of the Constituent Corporations deem it advisable that Greenway Company, Inc., a Florida corporation, (the "Disappearing Corporation") be merged with and into Greenway Company, Inc., a Wisconsin corporation, (the "Surviving Corporation") and desire to merge the two corporations under the laws of the State of Florida and under the laws of the State of Wisconsin, as applicable, in the manner provided therefor pursuant to those laws.

2. Agreement to Merge. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

3. Name of Merged Corporation. The name of the Surviving Corporation shall be "GREENWAY COMPANY, INC. "

4. Place of Office of Surviving Corporation. The place in Wisconsin where the principal office of the Surviving Corporation is to be located is 1600 Highland Drive, Elm Grove, Wisconsin 53122.

5. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed under the Wisconsin law.

6. Authorized Shares of Surviving Corporation. The present number of shares which the

Disappearing Corporation is authorized to issue is 9,000 shares of common stock having a per share par value of \$0.01, of which 100 shares are now issued and outstanding. The present number of shares which the Surviving Corporation is authorized to issue is 9,000 shares of common stock having a per share par value of \$0.01, of which 100 shares are now issued and outstanding.

7. First Directors. The present sole director of the Surviving Corporation shall continue as such until his successor or successors is or are duly elected or designated after the effective date of the merger.

8. Mode of Effecting Merger. The mode of carrying the merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows: Each shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Corporation during the period beginning on the date of this agreement and ending at 11:59 p.m. on the Effective Date. Upon surrender to the Surviving Corporation of the respective certificates for outstanding shares of the Disappearing Corporation, there shall be issued to the respective holders hereof, in substitution therefore, certificates for fully paid and nonassessable common shares of the Surviving Corporation, as follows:

<u>Shareholder</u>	<u>No. Shares Owned in Disappearing Corporation</u>	<u>No. Shares Issued in Surviving Corporation</u>
JAMES E. AUER	<u>100</u>	<u>100</u>
	<u>100</u>	<u>100</u>

Nothing herein is intended to defeat or impair any marital property or other interest which Jill C. Auer may have under the laws of Florida in the shares of stock in the Disappearing Corporation, and it is intended that she have an identical interest in the shares of stock in the Surviving Corporation to the extent provided by the laws of the States of Wisconsin and Florida.

9. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation.

10. Articles of Incorporation. The Articles of Incorporation of Greenway Company, Inc., a Wisconsin corporation, shall continue to be the articles of the Surviving Corporation, until amended as provided by law.

11. Bylaws. The Bylaws of Greenway Company, Inc., a Wisconsin corporation, shall be the Bylaws of the Surviving Corporation, until amended as provided by law.

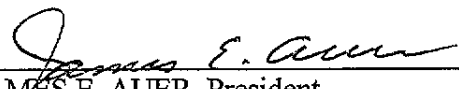
12. Right of Corporation to Repurchase Its Shares. The Surviving Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Surviving Corporation and the shareholder and shareholders desiring to sell such shares to the Corporation.

13. Effective Date of Merger. The merger of the Constituent Corporations shall become effective on 12/29, 2000 (the "Effective Date").

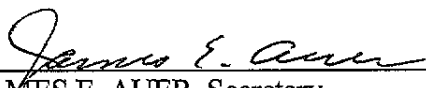
14. Directors' Rights to Abandon Merger. The Board of Directors of each of the Constituent Corporations shall have the power of its discretion to abandon the merger provided for herein prior to the filing of this Plan provided such Corporation has such power under the law applicable to it prior to the Effective Date.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations, on the dates indicated below.


GREENWAY COMPANY, INC.,
a Florida corporation


JAMES E. AUER, President
Dated: Dec 14th, 2000


(CORPORATE SEAL)


JAMES E. AUER, Secretary
Dated: Dec. 14th, 2000

GREENWAY COMPANY, INC.,
a Wisconsin corporation


JAMES E. AUER, President
Dated: Dec 14th, 2000

(CORPORATE SEAL)


JAMES E. AUER, Secretary
Dated: Dec 14th, 2000

CERTIFICATE

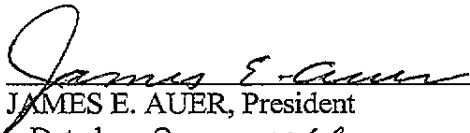
I, JAMES E. AUER, in my capacities as President and Secretary of GREENWAY COMPANY, INC., a Florida corporation, do hereby certify:

1. That, pursuant to the provisions of Florida Statutes Chapter 607, the Directors of Greenway Company, Inc., a Florida corporation, consented in writing on 12/14, 2000 to the adoption of the foregoing Plan of Merger.


2. That, pursuant to the provisions of Florida Statutes Chapter 607, all of the stockholders of Greenway Company, Inc., a Florida corporation, consented in writing on 12/14, 2000, to the adoption of the foregoing Plan of Merger and authorized the President and Secretary of said corporation to execute the agreement on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand on 12/14, 2000.

GREENWAY COMPANY, INC.,
a Florida corporation


JAMES E. AUER, President
Dated: Dec 14th, 2000

(CORPORATE SEAL)


JAMES E. AUER, Secretary
Dated: Dec 14th, 2000

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