

P99000069394

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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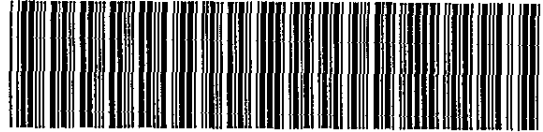
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Meyer
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7/15

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **WALDER ENTERPRISES, INC.**

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Darrin R. Schutt, Esq.
The Law Offices of Seemann & Schutt, P.A.
1105 Cape Coral Parkway East
Suite C
Cape Coral, Florida 33904

For further information concerning this matter, please call:

Darrin R. Schutt, Esq.

239/ 540-7007

ARTICLES OF MERGER

(Profit Corporation)

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

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
WALDER ENTERPRISES, INC.	Florida	P99000069394

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
GRUNDSTEIN CORPORATION	Florida	P99000067264

Third: The Plan of Merger is attached.

Fourth: The merger shall be come effective on the date the Articles of Merger are filed with the Florida Department of State.

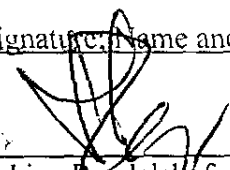
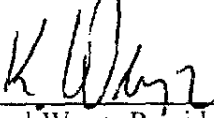
Fifth: Adoption of the Merger by **surviving** corporation -

The Plan of Merger was adopted by the shareholders of the surviving corporation on ~~June 30~~, 2003.

Sixth: Adoption of the Merger by **merging** corporation -

The Plan of Merger was adopted by the shareholders of the merging corporation on June 30, 2003.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>
GRUNDSTEIN CORPORATION		Sabine Randelslofer, President
WALDER ENTERPRISES, INC.		Karl Wenz, President

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PLAN OF MERGER
(non-subsiidiaries)

The following plan of merger is submitted in compliance with § 607.1101, Florida Statutes, 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>
WALDER ENTERPRISES, INC.	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
GRUNDSTEIN CORPORATION	Florida

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

All assets of merging corporation shall be conveyed to the surviving corporation. There shall be no payment of funds from the surviving corporation to the merging corporation. The surviving corporation's shareholders shall deliver to the merging corporation's shareholders fifty (50%) percent of their stock. In the event that the shareholders of both corporations are identical, there shall be no exchange of stock, and such shareholder's share of the surviving corporation shall remain the same.

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

