

P99000101579

HINES NORMAN & ASSOCIATES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
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HYDE PARK PROFESSIONAL CENTER
315 S. HYDE PARK AVENUE
TAMPA, FLORIDA 33606

December 16, 1999

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

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

200003075762--7
-12/21/99--01008--003
*****70.00 *****70.00

Re: Merger of Wickenden, Nevada into Wickenden, Florida

Dear Sir/Madam:

Enclosed is an original and one copy of the following:

1. Articles of Merger dated December 15, 1999 with attached Agreement and Plan of Merger.

Also enclosed is our check in the amount of \$70.00 to cover the filing fees for this merger. Please file the original document in your records and return the copy with the appropriate filing stamp to our office.

Should you have any questions with regard to this matter, please do not hesitate to contact our office.

Sincerely,

Randell Miller
Randell Miller

EFFECTIVE DATE
1/1/2000

RM/bja
Enclosures
cc: Cynthia Steinmann (w/o encl.)

*Randell Miller gave Authorization
to add date of Adoption By the
S.H. of each Corp. 1/6 JB*

*merger
VS 1-6-2000*

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

WICKENDEN CORPORATION, a Nevada Corporation (not qualified to transact
business in Florida)

INTO

WICKENDEN CORPORATION, a Florida entity, P99000101579.

File date: December 21, 1999 , effective January 1, 2000

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF WICKENDEN CORPORATION, a Nevada Corporation,
AND WICKENDEN CORPORATION, a Florida Corporation**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Statutes, and Section 92A.200 of the Nevada Revised Statutes, these Articles of Merger provide that:

1. WICKENDEN CORPORATION ("Wickenden 1"), a Nevada corporation shall be merged with and into WICKENDEN CORPORATION ("Wickenden 2"), a Florida corporation, whose address is 1310 Hamlin Drive, Clearwater, Florida 33764, which shall be the surviving corporation.

2. The Agreement of Merger and Plan of Reorganization dated the 15th day of December, 1999 pursuant to which Wickenden 1 shall be merged with and into Wickenden 2 (the "Merger") was adopted by the Board of Directors of Wickenden 1 and Wickenden 2 on December 6, 1999, said Agreement of Merger and Plan of Reorganization is attached hereto as Exhibit "A", and is incorporated by reference and made a part hereof.

3. The total issued and outstanding capital stock of Wickenden 1 consists of 100 shares of voting common stock, par value \$.001, and 40,654 shares of non-voting common stock, par value \$.001.

4. The total issued and outstanding capital stock of Wickenden 2 consists of 100 shares of voting common stock, par value \$.01, and 40,654 shares of non-voting common stock, par value \$.01.

5. Stockholders holding 100 shares of the outstanding voting common stock of each corporation voted for the Agreement of Merger and Plan of Reorganization, said shares representing all of the issued and outstanding shares of voting common stock of each corporation. The date of adoption by the shareholders of each corporation was December 13, 1999.

6. Wickenden 1 has complied with all applicable provisions of the Nevada Revised Statutes with respect to the Merger.

7. Wickenden 2 has complied with all applicable provisions of the Florida Business Corporation Act with respect to the Merger.

8. The Merger shall become effective at 12:01 a.m. on January 1, 2000.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the corporations by their authorized officers as of the 15th day of December, 1999.

WICKENDEN CORPORATION
A Nevada Corporation

Attest:

Cynthia Steinmann
Cynthia Steinmann, Secretary

By: Cynthia Steinmann
Cynthia Steinmann, President

FILED
99 DEC 21 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1/1/2000

WICKENDEN CORPORATION
A Florida Corporation

Attest:

Cynthia Steinmann
Cynthia Steinmann, Secretary

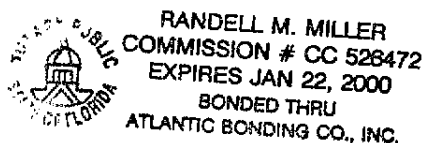
By: Cynthia Steinmann
Cynthia Steinmann, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 15 day of December, 1999, before me the undersigned officer, personally appeared, Cynthia Steinmann, President and Secretary of WICKENDEN CORPORATION, a Nevada corporation, who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Articles of Merger, and who did/did not (Circle One) take an oath.

[] is not personally known to me, but provided Driver's License No. _____ as proof that she is the individual described in, and who executed, the foregoing Articles of Merger and who did/did not (Circle One) take an oath.



Randell M. Miller
Notary Public (Signature)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 15 day of December, 1999, before me the undersigned officer, personally appeared, Cynthia Steinmann, President and Secretary of WICKENDEN CORPORATION, a Florida corporation, who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Articles of Merger, and who did/did not (Circle One) take an oath.

[] is not personally known to me, but provided Driver's License No. _____ as proof that she is the individual described in, and who executed, the foregoing Articles of Merger and who did/did not (Circle One) take an oath.



Randell M. Miller
Notary Public (Signature)

EXHIBIT "A"

**AGREEMENT OF MERGER
AND PLAN OF REORGANIZATION**

THIS AGREEMENT OF MERGER AND PLAN OF REORGANIZATION (hereinafter referred to as "this Agreement") is entered into this 15th day of December, 1999, by and between WICKENDEN CORPORATION, a Nevada corporation, whose address is 3885 South Decatur Blvd., Suite 2010, Las Vegas, Nevada 89103-5873 (hereinafter referred to as "Wickenden 1"), and WICKENDEN CORPORATION, a Florida corporation, whose address is 1310 Hamlin Drive, Clearwater, Florida 33764 (hereinafter referred to as "Wickenden 2").

W I T N E S S E T H:

WHEREAS, the Board of Directors of Wickenden 1 and Wickenden 2 have resolved, pursuant to the Nevada Revised Statutes and the Florida Business Corporation Act, that Wickenden 1 be merged into a single corporation existing under the laws of the State of Florida, to wit, Wickenden 2, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, the authorized capital stock of Wickenden 1 consists of Twenty-four Million (24,000,000) shares of common stock with a par value of \$.001 per share of which One Hundred (100) shares of voting common stock are issued and outstanding of which Forty Thousand Six Hundred Fifty-four (40,654) shares of non-voting common stock are issued and outstanding, and One Million (1,000,000) shares of preferred stock with a par value of \$.001 per share of which no shares are issued and

outstanding; and

WHEREAS, the authorized capital stock of Wickenden 2 consists of One Million (1,000,000) shares of voting common stock, \$.01 par value, of which One Hundred (100) shares are issued and outstanding and One Million (1,000,000) shares of non-voting common stock, \$.01 no par value, of which Forty Thousand Six Hundred Fifty-four (40,654) shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of Wickenden 1 and Wickenden 2 have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties hereto agree as follows:

1. Stockholders Meetings; Filings; Effects of Merger.

1.1 Action by Stockholders of Wickenden 1. On or before December 13, 1999, the stockholders of Wickenden 1 shall consider and vote upon adoption of this Agreement.

1.2 Action by Stockholders of Wickenden 2. On or before December 13, 1999, the stockholders of Wickenden 2 shall consider and vote upon adoption of this Agreement.

1.3 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Wickenden 1 in accordance with the Nevada Revised Statutes, (b) this Agreement is adopted by the stockholders of Wickenden 2 in accordance with the Florida Business Corporation Act, and (c) this Agreement is not thereafter and has not theretofore been terminated, then Articles of Merger shall be filed in accordance with the Nevada Revised Statutes and Articles of Merger shall be filed in accordance with the Florida Business Corporation Act. Such

filings shall be made on the same date. The merger provided for herein shall become effective at 12:01 a.m. on January 1, 2000, which date and time are hereinafter referred to as the "Effective Date".

1.4 Certain Effects of Merger. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real property vested in either of the corporations shall not revert or in any way be impaired by reason of the merger. All obligations belonging to or due to each of the corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the corporations existing as of the Effective Date.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Wickenden Corporation.

2.2 Articles of Incorporation. The Articles of Incorporation of Wickenden 2 as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of Wickenden 2, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the bylaws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Stock.

The manner and basis of converting the shares of the capital stock of Wickenden 1 and the nature and amount of stock of Wickenden 2 which the holders of shares of Wickenden 1 stock, are to receive in exchange for such shares are as follows:

3.1 Wickenden 1 Common Stock. Each share of Wickenden 1 voting and non-voting common stock, as the case may be, which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid share of Wickenden 2 voting and non-voting common stock, as the case may be, and outstanding certificates representing shares of Wickenden 1 common stock shall thereafter represent shares of Wickenden 2 common stock. Such certificates shall be exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares in Wickenden 2.

4. Miscellaneous.

The Boards of Directors of Wickenden 1 and Wickenden 2 adopted this Agreement on the 6th day of December, 1999.

IN WITNESS WHEREOF, this Agreement has been executed by Wickenden Corporation, a Nevada corporation, and Wickenden Corporation, a Florida corporation, all on the date first above written.

WICKENDEN CORPORATION
A Nevada Corporation

Attest:

Cynthia Steinmann
Cynthia Steinmann, Secretary

By: Cynthia Steinmann
Cynthia Steinmann, President

WICKENDEN CORPORATION
A Florida Corporation

Attest:

Cynthia Steinmann
Cynthia Steinmann, Secretary


By: Cynthia Steinmann
Cynthia Steinmann, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 15 day of December, 1999, before me the undersigned officer, personally appeared, Cynthia Steinmann, President and Secretary of WICKENDEN CORPORATION, a Nevada corporation, who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Articles of Merger, and who did/did not (Circle One) take an oath.

☐ is not personally known to me, but provided Driver's License No. _____ as proof that she is the individual described in, and who executed, the foregoing Articles of Merger and who did/did not (Circle One) take an oath.

 RANDALL M. MILLER
COMMISSION # CC 526472
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Randall M. Miller
Notary Public (Signature)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 15 day of December, 1999, before me the undersigned officer, personally appeared, Cynthia Steinmann, President and Secretary of WICKENDEN CORPORATION, a Florida corporation, who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Articles of Merger, and who did/did not (Circle One) take an oath.

☐ is not personally known to me, but provided Driver's License No. _____ as proof that she is the individual described in, and who executed, the foregoing Articles of Merger and who did/did not (Circle One) take an oath.

 RANDALL M. MILLER
COMMISSION # CC 526472
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Randall M. Miller
Notary Public (Signature)