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MERGER OR SHARE EXCHANGE

UNDERLAND CORP.

Certificate of Status	0
Certified Copy	2
Page Count	03
Estimated Charge	\$87.50

58
merger
9/3/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

BIG BUCK LAND CORPORATION, a Florida corporation, P97000070709

INTO

UNDERLAND CORP., a Florida entity, S87612

File date: September 3, 2002

Corporate Specialist: Susan Payne

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ARTICLES AND PLAN OF MERGER

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TALLAHASSEE, FLORIDA

THESE ARTICLES AND PLAN OF MERGER (the "Agreement"), dated August 27, 2002, is made by and between Big Buck Land Corporation, a Florida corporation, and Underland Corp., a Florida corporation, as adopted by the unanimous written actions of the shareholders and directors of Big Buck Land Corporation and Underland Corp.

WITNESSETH:

WHEREAS, the parties desire that Big Buck Land Corporation, a Florida corporation (Document No. P97000070709) be merged with and into Underland Corp., a Florida corporation (Document No. S87612) with Underland Corp. being the survivor corporation, in accordance with Section 607.1101 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), Big Buck Land Corporation shall be merged with and into Underland Corp, the separate and corporate existence of Big Buck Land Corporation shall cease, and Underland Corp shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (Big Buck Land Corporation and Underland Corp are collectively referred to as the "Constituent Entities".) (The foregoing hereinafter referred to as the "Merger".)

2. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

3. The Surviving Corporation has obtained the written consent of each shareholder, member or person that as a result of the merger is now a shareholder partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

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all of the obligations of each of the Constituent Entities existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger, and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share or interest of Big Buck Land Corporation shall be canceled without payment of any consideration and without any conversion of same into shares of Underland Corp. or any other entity; and

(b) Each issued and outstanding share of capital stock of Underland Corp. shall remain the same.


6. The Articles of Incorporation of Underland Corp. in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

SURVIVING CORPORATION:

Attested:

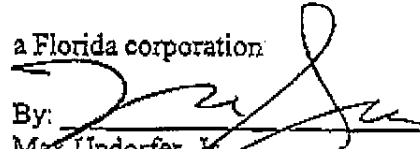
Underland Corp.

By:


Adam Underfer
Secretary

a Florida corporation


By:


Max Underfer, Jr.
President

MERGING ENTITY:

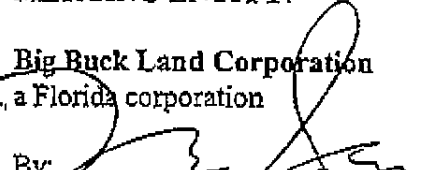
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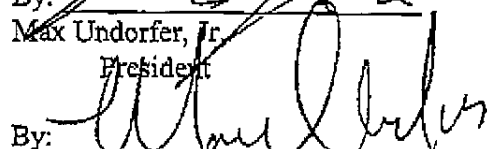

Adam Underfer
Secretary

Big Buck Land Corporation
a Florida corporation

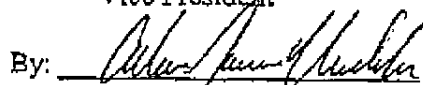
By:


Max Underfer, Jr.
President

By:


Mark Underfer
Vice President

By:


Adam Underfer
Vice President

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