

L 65102

WALSTEN, WALSTON & TE SLAA, P.A.
Attorneys at Law

Bloomington
1000 Northland Plaza
3800 West 80th Street
Bloomington, MN 55431
Telephone: (612) 831-6730
Fax: (612) 896-3717

Mendota Heights
200 Dakota Financial Center
1060 Dakota Drive
Mendota Heights, MN 55120
Telephone: (651) 905-7000
Fax: (651) 405-3775

James R. Walston
Reply to Mendota Heights

December 28, 1999

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

300003085853-1
-01/03/00-01076-009
*****35.00 *****35.00

**Re: Articles of Merger of Talon Companies of Collier County, Inc.,
A Florida Corporation into Talon Nevada, Inc., a Nevada Corporation.**

Dear Administrator:

Talon Companies of Collier County Inc., is a Florida Corporation and has merged into Talon Nevada, Inc., a Nevada Corporation. Accordingly, pursuant to Florida Statute Section 607.1101 et. seq., enclosed for filing with the Secretary of State, please find the following:

1. Original Articles of Merger of Talon Nevada, Inc., a Nevada Close Corporation and Talon Companies of Collier County, Inc., a Florida Corporation;
2. Copy of the Resolution of Shareholder of Talon Companies of Collier County, Inc. authorizing the Merger; and
3. Copy of the Resolution of Board of Directors of Talon Companies of Collier County, Inc. authorizing the merger

Also, please find a check enclosed for the filing fee in the amount of \$35.00.

Please contact this office if you have any questions.

Sincerely,

WALSTEN, WALSTON & TE SLAA, P.A.

By: 
James R. Walston

FILED
00 JAN -3 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mntw
1/12

Enclosures
cc: M.C. Gresser
Frank Flaherty
Todd Taggart
Chuck Bertrand

300003085853-1
-02/17/00-01003-020
*****35.00 *****35.00

ARTICLES OF MERGER

merging

TALON COMPANIES OF COLLIER COUNTY, INC., a FL corp., L65102

into

TALON NEVADA, INC., the surviving Nevada corp. not qualified to
transact business in Florida.

File Date: 1/3/00

WALSTEN, WALSTON & TE SLAA, P.A.
Attorneys at Law

Bloomington
1000 Northland Plaza
3800 West 80th Street
Bloomington, MN 55431
Telephone: (612) 896-3799
Fax: (612) 896-3717

James R. Walston
Reply to Mendota Heights

Mendota Heights
200 Dakota Financial Center
1060 Dakota Drive
Mendota Heights, MN 55120
Telephone: (651) 905-7000
Fax: (651) 405-3775

February 14, 2000

PERSONAL AND CONFIDENTIAL

Ms. Susan Payne
Florida Secretary of State's Office
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

**Re: Articles of Merger of Talon Companies of Collier County, Inc.,
a Florida Corporation into Talon Nevada, Inc., a Nevada Corporation.
Our File No. 310-018**

Dear Ms. Payne:

Pursuant to your request, enclosed please find:

1. This firm's check in the amount of \$35.00; and
2. Copy of Plan of Merger.

When originally filing the Articles of Merger a \$35.00 fee was sent. You stated the fee is \$70.00 because two corporations were involved. Also, you require a copy of the Plan of Merger to finalize this matter.

Sincerely,

WALSTEN, WALSTON & TE SLAA, P.A.

By: 

James R. Walston

JRW:rit
Enclosures

ARTICLES OF MERGER
OF
TALON NEVADA, INC., A NEVADA CLOSE CORPORATION
AND
TALON COMPANIES OF COLLIER COUNTY, INC., A FLORIDA CORPORATION

TALON NEVADA, INC., a Nevada corporation, and TALON COMPANIES OF COLLIER COUNTY, INC., a Florida corporation, through their respective Boards of Directors and shareholders, as may be required by governing law, hereby execute these Articles of Merger to create TALON NEVADA, INC., a Nevada corporation, as the surviving entity.

ARTICLE 1. The constituent entities of this Merger are TALON NEVADA, INC., a Nevada Corporation, and TALON COMPANIES OF COLLIER COUNTY, INC., a Florida corporation.

ARTICLE 2. A Plan of Merger has been adopted by TALON NEVADA, INC. and TALON COMPANIES OF COLLIER COUNTY, INC.

ARTICLE 3. Pursuant to NRS 92A.130, the approval of the Plan of Merger by the owners of TALON NEVADA, INC. was not required.

ARTICLE 4. The Plan of Merger was approved by the unanimous consent of the owners of TALON COMPANIES OF COLLIER COUNTY, INC.

ARTICLE 5. The amendment to the Articles of Incorporation of TALON NEVADA, INC. is as follows:

The name of the Corporation shall be TALON NEVADA, INC., a Nevada close corporation.

ARTICLE 6. The complete, executed plan of merger is on file at the registered office of TALON NEVADA, INC.

FILED
00 JAN -3 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have hereunto subscribed our names on the date set forth below.

DATED this 22nd day of December, 1999.

TALON NEVADA, INC.

By: Michael C. Gresser
MICHAEL C. GRESSER
President

By: Joan M. Gresser
JOAN M. GRESSER
Secretary/Treasurer

DATED this 22nd day of December, 1999.

TALON COMPANIES OF COLLIER COUNTY, INC.

By: Michael C. Gresser
MICHAEL C. GRESSER
President

By: Joan M. Gresser
JOAN M. GRESSER
Secretary/Treasurer

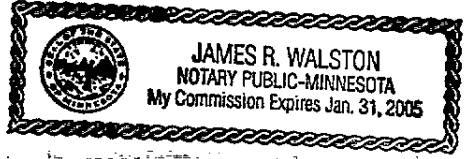
ACKNOWLEDGMENT

STATE OF MINNESOTA)
 : ss.
COUNTY OF DAKOTA)

On this 22nd day of December, 1999, MICHAEL C. GRESSER personally appeared before me, a notary public, in and for said County and State, and executed the foregoing ARTICLES OF MERGER OF TALON NEVADA, INC., A NEVADA CLOSE CORPORATION AND TALON COMPANIES OF COLLIER COUNTY, INC., A FLORIDA CORPORATION, and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Witness my hand and official seal the day and year in this certificate first above written.

[Signature]
NOTARY PUBLIC



FILED
00 JAN -3 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

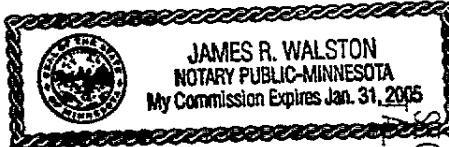
STATE OF MINNESOTA)
):ss.
COUNTY OF DAKOTA)

On this 22nd day of December, 1999, JOAN M. GRESSER personally appeared before me, a notary public, in and for said County and State, and executed the foregoing ARTICLES OF MERGER OF TALON NEVADA, INC., A NEVADA CLOSE CORPORATION AND TALON COMPANIES OF COLLIER COUNTY, INC., A FLORIDA CORPORATION, and who acknowledged to me that she executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Witness my hand and official seal the day and year in this certificate first above written.

[Handwritten Signature]

NOTARY PUBLIC



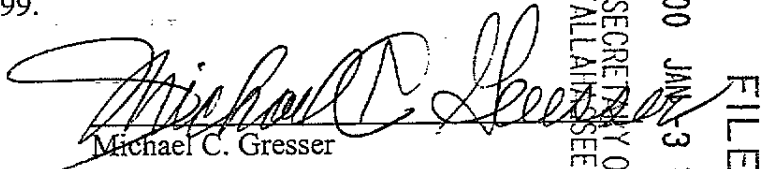
FILED
00 JAN -3 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


RESOLUTION OF BOARD OF DIRECTORS
OF
TALON COMPANIES OF COLLIER COUNTY, INC.

THE UNDERSIGNED, being the directors of Talon Companies of Collier County, Inc., a Florida corporation, hereby waive all the provisions of the Articles of Incorporation and Bylaws of said corporation relating to notices and the holding of meetings of the Board of Directors of said corporation, and acting pursuant to the laws of said state hereby adopts the following resolution of the Board of Directors of this corporation:

BE IT RESOLVED, that the December 22, 1999 Articles of Merger of this corporation with Talon Nevada, Inc., a Nevada close corporation, is hereby approved.

Dated: Dec 22, 1999.


Michael C. Gresser


Joan M. Gresser

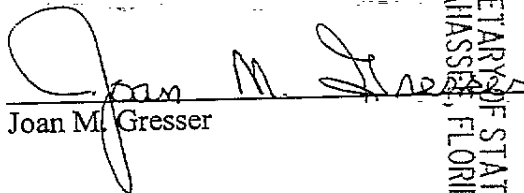
00 JAN 3 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**RESOLUTION OF SHAREHOLDERS
OF
TALON COMPANIES OF COLLIER COUNTY, INC.**

THE UNDERSIGNED, being the sole shareholder of Talon Companies of Collier County, Inc., a Florida corporation, hereby waives all the provisions of the Articles of Incorporation and Bylaws of said corporation relating to notices and the holding of meetings of the shareholders of said corporation, and acting pursuant to the laws of said state hereby adopts the following resolution of the shareholders of this corporation:

BE IT RESOLVED, that the December 22, 1999 Articles of Merger of this corporation with Talon Nevada, Inc., a Nevada close corporation, is hereby approved.

Dated: Dec 22, 1999.


Joan M. Gresser

00 JAN -31 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLAN OF MERGER
of
TALON COMPANIES OF COLLIER COUNTY, INC.,
a Florida corporation,
into
TALON NEVADA, INC.

1. The names of each corporation planning to merge is as follows:
 - a. Talon Companies of Collier County, Inc., a Florida corporation, c/o Cummings and Lockwood, 3001 Tamiami Trail North, Naples, Florida 34103; and
 - b. Talon Nevada, Inc., a Nevada corporation, 12 Via Paradiso Street, Henderson, Nevada 89011.

The surviving corporation shall be Talon Nevada, Inc.

2. The sole shareholder of Talon Companies of Collier County, Inc., Joan M. Gresser, 12 Via Paradiso Street, Henderson, Nevada 89011, shall hold all issued stock of Talon Nevada, Inc. All shares of Talon Companies Collier County, Inc. shall be converted into shares of Talon Nevada, Inc. in an equal number.
3. The Articles of Incorporation and Bylaws of Talon Nevada, Inc. shall govern all action undertaken on behalf of Talon Nevada, Inc.
4. The effective date of the merger shall be December 22, 1999.

TALON COMPANIES OF COLLIER COUNTY, INC.

Dated: December 22, 1999

By: Michael C. Gresser
Michael C. Gresser
Its President

TALON NEVADA, INC.

Dated: December 22, 1999

By: Michael C. Gresser
Michael C. Gresser
Its President