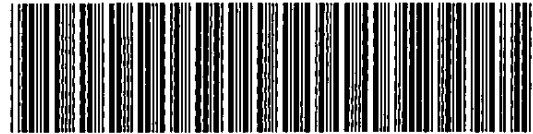


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07 MAR -8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3/15/07

merger

JOHN A. PANYKO
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

March 6, 2007

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida
32314

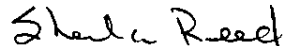
Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Merger of Martine's Corporation and Martine's Development Corporation to be filed on behalf of Martine's Corporation and Martine's Development Corporation.

Enclosed please also find check no. 8812 in the amount of \$70.00 in payment of the filing fee. Also please find check no. 4904 in the amount of \$8.75 in payment of a return of a certified copy of same to our office.

If you should have any questions or comments regarding this matter, please do not hesitate to contact me directly at your convenience.

Sincerely,



Sheila Reed
Assistant to John A. Panyko

JAP*sr

Enclosures

ARTICLES OF MERGER
OF
MARTINE'S CORPORATION
AND
MARTINE'S DEVELOPMENT CORPORATION

EFFECTIVE DATE
3/15/07

FILED
07 MAR -8 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, of the Florida Business Corporation Act the undersigned corporations adopt the following Articles of Merger for the purpose of merging Martine's Development Corporation into Martine's Corporation:

1. Martine's Development Corporation is incorporated under the laws of the State of Florida, and the laws of such jurisdiction permit this merger.

2. Martine's Corporation is incorporated under the laws of the State of Florida, and the laws of such jurisdiction permit this merger.

3. The following Plan of Merger was approved by the Board of Directors of Martine's Development Corporation, a Florida corporation and the surviving corporation, in the manner prescribed by the Florida Business Corporation Act. The following Plan of merger was also approved by the Board of Directors of Martine's Development Corporation, a Florida corporation, in the manner prescribed by the Florida Business Corporation Act:

a. Merger. As soon as all of the following events shall have happened, viz.,

1. The Plan of Merger shall have been duly adopted and approved by the Board of Directors of Martine's Corporation and Martine's Development Corporation, in accordance with the Florida Business Corporation Act such facts shall have been certified thereon by the respective secretary of each corporation under their respective seals; and

2. This Plan so adopted and certified shall have been signed,

acknowledged and filed as required by the provisions of the laws of the State of Florida;

thereupon, Martine's Development Corporation, shall be deemed to have been merged with and into Martine's Corporation, which shall be the surviving corporation.

b. Terms and Conditions. On the effective date of the merger, the separate existence of Martine's Development Corporation, shall cease, and Martine's Corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of Martine's Development Corporation, without the necessity for any separate transfer. Martine's Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of Martine's Development Corporation and neither the rights of creditors or any liens on the property of Martine's Development Corporation shall be impaired by the merger.

c. Conversion and Exchange of Shares. Upon the merger becoming effective, all shares of stock of Martine's Development Corporation will be cancelled and no other shares issued to its former shareholders or shareholders of Martine's Corporation. Conversion and exchange of Martine's Corporation common stock will be handled by a conversion of all shares of such corporation to treasury stock of Martine's Corporation temporarily and then reissued to other shareholders in a tax-free recapitalization that will result in the shareholders holding the appropriate number of shares based upon the resulting capitalization of the surviving company, Martine's Corporation, as determined by the certified public accountants of such

company. The determination of such certified public accountants shall be final for all purposes.

d. Change in Articles of Incorporation. The Articles of Incorporation of Martine's Corporation, as they presently exist shall continue to be the Articles of Incorporation following the effective date of the merger.

e. Changes in Bylaws. The Bylaws of Martine's Corporation, as they presently exist shall continue to be the Bylaws of Martine's Corporation, following the effective date of this merger.

f. Directors and Officers. The directors and officers of Martine's Corporation, as of the effective date of the merger shall continue as directors and officers of Martine's Corporation, for the full unexpired terms of their offices and until their successors have been duly elected and qualify.

g. Prohibited Transactions. None of the corporations involved in this merger shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of their respective businesses, except to take any and all action necessary or appropriate to consummate this merger under the laws of the jurisdiction in which each corporation is organized.

h. Effective Date of the Merger. The effective time and date of this merger shall be 12:01 a.m. on March 15, 2007.

i. Further Instruments. From time to time, as and when

requested by the corporations involved in this merger, its former stockholders, directors and officers shall execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, will take or cause to be taken any further or other action as Martine's Corporation, may deem necessary or desirable in order to vest in and confirm to Martine's Corporation, title to and possession of all its properties, rights, privileges, powers and franchises, and otherwise to carry out the intent and purpose of this plan.

4. The number of outstanding shares of each class of stock of Martine's Corporation and Martine's Development Corporation and the number of such shares of each class owned are as follows:

<u>Corporation</u>	<u>Outstanding</u>	<u>Shares Class</u>	<u>#of Member Shares voted Approving Plan</u>
Martine's Corporation	40,000	Common	Unanimous
Martine's Development Corporation	1,000	Common	Unanimous

5. A copy of the Plan of Merger set forth in Article 3 above was delivered on February 28, 2007 to the Shareholders of Martine's Corporation and Martine's Development Corporation, and such shareholders immediately thereafter unanimously approved such plan of merger (such voted sufficient for approval) and authorized the filing of these Articles of Merger with the Secretary of State of the State

of Florida immediately upon execution.

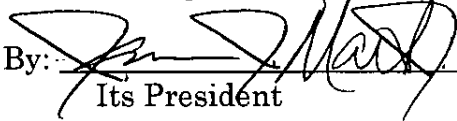
Executed on behalf of the parties by their officers, sealed by their corporate seals and acknowledged by their respective secretaries pursuant to the authorization of their respective Boards of Directors on this 28 of February, 2007.

ATTEST:




Its Secretary

MARTINE'S CORPORATION,
a Florida corporation

By: 

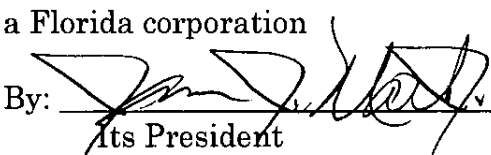
Its President

ATTEST:



Its Secretary

MARTINE'S DEVELOPMENT CORPORATION
a Florida corporation

By: 

Its President

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 28 day of February, 2007, by JAMES J. MARKS, JR., President of Martine's Corporation, who is personally known to me or who has produced _____ as identification.

MARIE PRICE
Notary Public, State of Florida
My Comm. Expires March 14, 2010
Comm. No. DD 528238



NOTARY PUBLIC, State of Florida

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 28 day of February 2007, by JAMES J. MARKS, JR., President of Martine's Development

Corporation who is personally known to me or who has produced _____ as identification.

MARIE PRICE
Notary Public, State of Florida
My Comm. Expires March 14, 2010
Comm. No. DD 528238

Marie Price

NOTARY PUBLIC, State of Florida