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176676

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MERGER OR SHARE EXCHANGE

MCCREE, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

LOCH HAVEN INVESTMENT COMPANY. a Florida corporation, document
number J57620

INTO

MCCREE, INC., a Florida entity, 176676

File date: December 26, 2001, effective December 31, 2001

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER OF
LOCH HAVEN INVESTMENT COMPANY, A FLORIDA CORPORATION,
WITH AND INTO
McCREE, INC., A FLORIDA CORPORATION**

EFFECTIVE DATE
12-31-01

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Loch Haven Investment Company, a Florida corporation ("Loch Haven") with and into McCree, Inc., a Florida corporation ("McCree"), with McCree being the surviving corporation, is set forth below:

**"PLAN OF MERGER
OF LOCH HAVEN INVESTMENT COMPANY
WITH AND INTO McCREE, INC.**

1. Loch Haven Investment Company, a Florida corporation ("Loch Haven"), shall merge with and into McCree, Inc., a Florida corporation ("McCree"), with McCree as the surviving corporation.
2. Upon the consummation of the merger of Loch Haven with and into McCree, the separate existence of Loch Haven shall cease. McCree, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of McCree shall not be affected by the merger and upon the merger, McCree, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Loch Haven prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Loch Haven shall be preserved and remain unimpaired by the merger, all liens upon the properties of Loch Haven shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Loch Haven shall henceforth attach to McCree and may be enforced against McCree to the same

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extent as if such obligations and duties had been incurred by McCree. Additionally, any existing claim or action or proceeding pending by or against Loch Haven or McCree may be continued as if the merger did not occur or McCree may be substituted in such proceedings for Loch Haven.

3. The manner and basis of converting the shares of Loch Haven and McCree into shares of McCree are as follows:

(a) At the effective date of the merger, each share of common stock of Loch Haven issued and outstanding immediately prior to the merger shall be exchanged for, and converted into, .025 shares of McCree common stock. Richard T. McCree, Sr., the sole shareholder and owner of 400 shares of common stock of Loch Haven, shall receive 10 shares of common stock McCree in exchange for his 400 shares of common stock of Loch Haven.

(b) At the effective date of the merger, each share of common stock of McCree issued and outstanding shall remain issued and outstanding and shall be unchanged as a result of the merger.

4. The Articles of Incorporation of McCree in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of McCree.

5. The effective date of the merger shall be as of the close of business on December 31, 2001.

6. The transactions described in this Plan of Merger are intended to qualify as a tax free reorganization under sections 368(a)(1)(A), 354 and 361 of the Internal Revenue Code of 1986, as amended.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was unanimously approved by the Board of Directors and the sole shareholder of Loch Haven by resolutions adopted by Written Consent dated the 26 day of December, 2001, and unanimously approved by the Board of Directors and all of the shareholders of McCree by resolutions adopted by Written Consent dated the 26 day of December, 2001.

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ARTICLES III - EFFECTIVE DATE OF MERGER

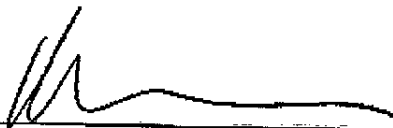
The effective date of the Merger shall be as of the close of business on
December 31, 2001.

DATED this 26 day of December, 2001.

LOCH HAVEN INVESTMENT COMPANY

By: 
Richard T. McCree, Sr., President

McCREE, INC.

By: 
Richard T. McCree, Sr., President