

Division of Corporations

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361067

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

JBS, INC.

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Help

of merge

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JBS, Inc.	Massachusetts	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
J B S, Inc.	Florida	361067
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 1, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 1, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

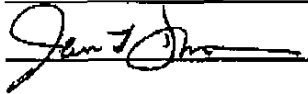
Typed or Printed Name of Individual & Title

JBS, Inc.



James F. Donovan, President

JBS, Inc.



James F. Donovan, President

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PLAN OF MERGER **(Non Subsidiaries)**

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Plan of Merger.

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AGREEMENT OF MERGER

This Agreement of Merger is entered into as of the 5th day of June, 2006 by and between JBS, Inc., a Massachusetts corporation with an address for purposes hereof at 214 North Main Street, Suite 202, Natick, MA 01760 (the "MA Corporation") and J B S, Inc., a Florida corporation with an address for purposes hereof at 214 North Main Street, Suite 202, Natick, MA 01760 (the "FL Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of the two corporate parties have severally voted that they deem it desirable and for the general welfare of the corporations and of the stockholders of each corporation that the FL Corporation merge into the MA Corporation under the provisions of Section 11.02 of Chapter 156D of the General Laws of Massachusetts, and the shareholders of the FL Corporation and the MA Corporation have approved such merger; and

WHEREAS, it is now, therefore, agreed that in accordance with the provisions of Massachusetts General Laws Chapter 156D, the FL Corporation and the MA Corporation shall be merged whereby the MA Corporation shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"), and that the terms and conditions of such merger shall be as hereinafter set forth:

ARTICLE I

1. The separate corporate existence and organization of the FL Corporation shall cease upon the merger's becoming effective as herein provided, and thereupon the FL Corporation shall be merged into the MA Corporation as a single corporation and after such merger, operate under the name of JBS, Inc.

2. The merger shall become effective upon the filing of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts.

ARTICLE II

1. The Articles of Organization of the Surviving Corporation shall be those of the MA Corporation as they existed prior to this Agreement.

2. The purposes of the Surviving Corporation shall be those of the FL Corporation and the MA Corporation collectively, as they existed prior to this Agreement.

3. The By-Laws of the Surviving Corporation shall be those of the MA Corporation in effect as of the effective date of merger.

ARTICLE III

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1. The MA Corporation is authorized to issue up to 275,000 shares of common stock, no par value.

2. Share Exchange:

a. On the date of the merger, each holder of shares of FL Corporation stock shall be issued one (1) share of MA Corporation common stock for every one (1) share of FL Corporation stock such holder owns.

b. The FL Corporation hereby covenants and agrees with the Surviving Corporation that it will upon demand deliver up and pay over to the Surviving Corporation all of its cash, books, papers and property of every kind, name and description, and make from time to time such further conveyances, releases and acquittances as may be necessary or expedient to give full force, power and effect to this Agreement and will also convey and assign to the Surviving Corporation all property, rights, and estates which it may hereafter have, acquire or be entitled to.

c. All shares of the common stock, no par value, of the FL Corporation, issued and outstanding shall upon the taking effect of the merger be automatically cancelled and of no further worth or significance, and all certificates therefor shall be surrendered, retired and cancelled.

ARTICLE IV

1. The principal office of the Surviving Corporation shall be 214 North Main Street, Suite 202, Natick, MA 01760.

2. The fiscal year of the Surviving Corporation shall end on the 31st day of December of each year.

3. The annual meeting of the stockholders of the Surviving Corporation shall be held on the 3rd Tuesday in April of each year.

ARTICLE V

1. The initial officers of the Surviving Corporation following the effective date of consolidation, to hold office until their successors may be duly elected and qualified, shall be the current officers of the MA Corporation.

2. The initial Board of Directors of the Surviving Corporation following the effective date of merger, until otherwise established, shall consist of one (1) member who shall be, the current director of the MA Corporation.

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ARTICLE VI

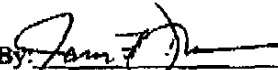
1. Upon the merger becoming effective, all the rights, immunities, privileges, powers, contracts and franchises of each of the corporations, both of a public and a private nature, all property, real, personal and mixed, all debts due on account, as well as stock subscriptions and all other things in action or belonging to each of the corporations, and all and every other interest, shall vest in the Surviving Corporation without further act or deed as effectively as they were vested in the several and respective former corporations. The title to any real estate, whether vested by deed or otherwise in either of the corporations, shall not revert or be in any way impaired by reason of the merger; but the Surviving Corporation shall not by the merger acquire authority to engage in any business or to exercise any right for the engaging in or exercising of which a corporation may not be formed under the provisions of Chapter 156D of the General Laws of Massachusetts.

2. If at any time after the effective date of the merger the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, on record or otherwise, in the Surviving Corporation, the title to any property or rights of the FL Corporation acquired or to be acquired by reason of, or as a result of, the merger, the FL Corporation's proper officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Agreement.

3. Upon the merger becoming effective the assets, liabilities, reserves and accounts of each corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said corporation, subject to such adjustments, or elimination of intercompany items, as may be appropriate in giving effect to the merger.

IN WITNESS WHEREOF, this Agreement has been signed by the President and the Treasurer, duly thereto authorized, of each of the corporate parties, on and as of the date first herein set forth.

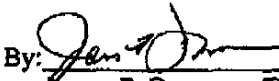
JBS, Inc.:

By: 
James F. Donovan, President

By: 
James F. Donovan, Treasurer

JBS, Inc.:

By: 
James F. Donovan, President

By: 
James F. Donovan, Treasurer

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