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MERGER OR SHARE EXCHANGE

LEEDOM AND ASSOCIATES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$113.75

8000

TS

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEEDOM AND ASSOCIATES, LLC, A NON-QUALIFIED NEVADA ENTITY

INTO

LEEDOM AND ASSOCIATES, LLC, a Florida entity, L02000009258

File date: April 23, 2002, effective April 23, 2002

Corporate Specialist: Trevor Brumbley

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2002

LEEDOM AND ASSOCIATES, LLC
40 SARASOTA CENTER BLVD., SUITE E
SARASOTA, FL 34240

SUBJECT: LEEDOM AND ASSOCIATES, LLC
REF: L02000009258

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

OC
OC

- The effective date cannot be prior to the file date which is 4/23/02
- The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

02 APR 23 11:18 AM '02
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TALLAHASSEE, FLORIDA

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Michelle Hodges
Document Specialist

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**ARTICLES OF MERGER
OF
LEEDOM AND ASSOCIATES, LLC, a Nevada limited liability company
INTO
LEEDOM AND ASSOCIATES, LLC, a Florida limited liability company**

LEEDOM AND ASSOCIATES, LLC, a Nevada limited liability company (the "Nevada LLC"), and LEEDOM AND ASSOCIATES, LLC, a Florida limited liability company (the "Florida LLC"), acting in compliance with the provisions of Section 92A.200, Nevada Revised Statutes, and Section 608.4382, Florida Statutes, hereby certify as follows:

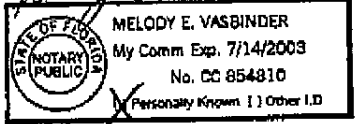
1. An agreement and plan of merger (the "Agreement and Plan of Merger") was approved by the members (managing and non-managing) of the Nevada LLC on April 18, 2002, pursuant to the terms of Section 92A.150, Nevada Revised Statutes, and the Agreement and Plan of Merger was approved by the members (managing and non-managing) of the Florida LLC on April 18, 2002 pursuant to the terms of Section 608.4381, Florida Statutes. Pursuant to the Agreement and Plan of Merger, the Nevada LLC shall merge into the Florida LLC, with the Florida LLC as the surviving entity. The terms of the merger are set forth in the copy of the Agreement and Plan of Merger attached hereto as Exhibit "A" and made a part hereof.


2. The principal executive office of the Florida LLC, which is the surviving entity, is located at 40 Sarasota Center Boulevard, Suite E, Sarasota, Florida 34240. The Nevada Secretary of State may send copies of service of process to the Florida LLC at this address.

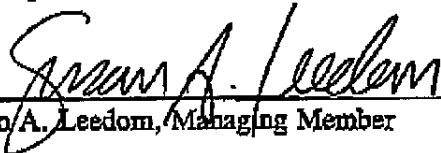
3. The merger shall be effective as of April 23, 2002.

Dated: April 18, 2002

LEEDOM AND ASSOCIATES, LLC, a Nevada limited liability company

Melody E. Vasbinder 4/18/02


By: 
Christopher M. Leedom, Managing Member

And By: 
Susan A. Leedom, Managing Member

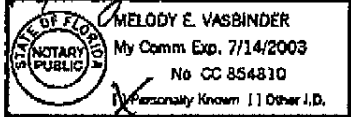
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Melody E. Vassbinder 4/16/02



LEEDOM AND ASSOCIATES, LLC, a Florida limited liability company

By: *[Signature]*
 Christopher M. Leedom, Managing Member

And By: *[Signature]*
 Susan A. Leedom, Managing Member

256237.1

APPROVED
 AND
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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EXHIBIT A TO ARTICLES OF MERGER

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan of Merger") is made and entered into effective as of April 18, 2002, by and between LEEDOM AND ASSOCIATES, LLC, a Nevada limited liability company (the "Nevada LLC") with its principal office and mailing address of 1713 Pacific Panorama, Las Vegas, NV 89144, and LEEDOM AND ASSOCIATES, LLC, a Florida limited liability company (the "Florida LLC") with its principal office and mailing address of 40 Sarasota Center Blvd., Suite E, Sarasota, FL 34240.

BACKGROUND INFORMATION

The managing members of the Nevada LLC and the Florida LLC have determined that it is advisable and to the advantage of the Florida LLC and the Nevada LLC and their respective members that the Nevada LLC be merged into the Florida LLC, at the conclusion of which the Florida LLC shall remain as the surviving or resulting entity and the legal existence of the Nevada LLC shall terminate and expire. The Florida LLC is managed by its members in a manner set forth in the Florida LLC's Operating Agreement. In furtherance thereof, the managing members of the Nevada LLC and the Florida LLC have approved and adopted the terms of this Plan of Merger, the Nevada LLC and the Florida LLC have recommended the adoption of the Plan of Merger and its underlying transactions by their respective members, and the members of the Nevada LLC and the Florida LLC have approved the Plan of Merger. Accordingly, the merger shall be effected as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with the applicable provisions of the Florida Limited Liability Company Act and Chapter 92A of the Nevada Revised Statutes (Mergers, Conversions, Exchanges and Domestications) at the Effective Date (as defined below), the Nevada LLC shall be merged with and into the Florida LLC (the "Merger"), and the Florida LLC shall constitute the surviving and resulting entity of such Merger (hereinafter the Florida LLC sometimes is referred to as the "Surviving Entity"). The separate and legal existence of the Nevada LLC shall cease and the Florida LLC shall continue its limited liability company existence pursuant to the laws of Florida.

2. Effective Date. The Merger shall become effective as of April 23, 2002 (the "Effective Date").

3. Surviving Entity. The Surviving Entity shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities, powers, franchises and authority of the Nevada LLC shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate and other property owned by the Nevada LLC shall be vested in the Surviving Entity and shall not revert or in any way be impaired by reason of the Merger.

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4. Obligations. All obligations belonging to or due to the Nevada LLC shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of the Nevada LLC existing as of the Effective Date.

5. Terms of the Merger. Upon the Effective Date of the Merger the membership interests of the Nevada LLC shall be deemed canceled and voided, and the membership interests of the Nevada LLC outstanding prior to the Merger shall be transformed and converted as follows: the 5% membership interests owned by each of the two managing members in the Nevada LLC prior to the Merger shall be converted into the right of each such member to receive five (5) Units of Class A Membership Interests in the Florida LLC (as that term is defined in the Operating Agreement of the Florida LLC) and the 90% membership interests of the non-managing member shall be converted into the right to receive ninety (90) Units of Class B Membership Interests in the Florida LLC (also as defined in the Operating Agreement of the Florida LLC).

6. Counterparts. This Plan of Merger may be executed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the Nevada LLC and the Florida LLC have caused this Agreement and Plan of Merger to be executed by their respective duly authorized principals effective as of the date first written above.

LEEDOM AND ASSOCIATES, LLC, a Nevada limited liability company

By: [Signature]
Christopher M. Leedom, Managing Member

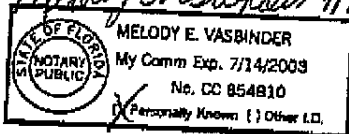
And By: [Signature]
Susan A. Leedom, Managing Member

LEEDOM AND ASSOCIATES, LLC, a Florida limited liability company

By: [Signature]
Christopher M. Leedom, Managing Member

And By: [Signature]
Susan A. Leedom, Managing Member

Melody E. Vashinder 4/18/02



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