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HONIGMAN

Honigman Miller Schwartz and Cohn LLP
Attorneys and Counselors

Janis K. Kujan, Legal Assistant

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VIA FEDERAL EXPRESS

December 15, 2003

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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Re: *Peregrine Properties, Inc. Merger into Jambarco, LLC*

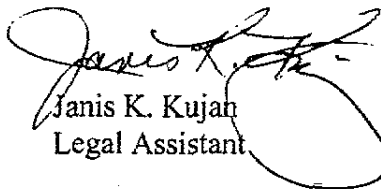
Dear Sir/Madam:

Enclosed for immediate filing with your office you will find Articles of Merger whereby Peregrine Properties, Inc. merges with and into Jambarco, LLC, together with our firm check in the amount of \$90.00, representing \$60.00 for your filing fee and \$30.00 for a certified copy.

Upon filing the Articles of Merger, please return a filed stamped copy to me in the enclosed Federal Express return envelope.

Please call me if you have any questions concerning the enclosed documents.

Very truly yours,


Janis K. Kujan
Legal Assistant

JKK:jml

Enclosure

cc: Lesley Moulton (w/enc.)
Richard S. Soble, Esq. (w/enc.)

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Peregrine Properties, Inc. 1031 W. Morse Boulevard, Suite 300 Winter Park, FL 32789	Florida	Corporation
Florida Document/Registration Number: K07556		FEI Number: 59-2860680
2. Jambarco, LLC 1031 W. Morse Boulevard, Suite 300 Winter Park, FL 32789	Florida	LLC
Florida Document/Registration Number: L03000051425		FEI Number: 31-1199357
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jambarco, LLC	Florida	LLC
1031 W. Morse Boulevard, Suite 300		
Winter Park, FL 32789		

Florida Document/Registration Number: L03000051425 FEI Number: 31-1199357

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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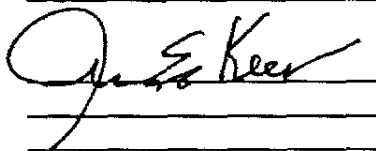
ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

PEREGRINE PROPERTIES,
INC.

Signature(s)

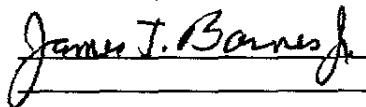


Typed or Printed Name of Individual

Allan E. Keen, President

JAMBARCO, LLC

By: Osceola Financial
Corporation, Its Sole Member



James T. Barnes, Jr., President

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
JAMBARCO, LLC	FLORIDA
PEREGRINE PROPERTIES, INC.	FLORIDA

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SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
JAMBARCO, LLC	FLORIDA

THIRD: The terms and conditions of the merger are as follows:

On the effective date of the merger, the Corporation shall cease to be a going concern and all of its assets and liabilities shall become assets and liabilities of the Survivor.

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

. At the effective time of the Merger, each share of common stock of the Corporation issued and outstanding at the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder of such stock of the Corporation, shall no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into ownership interests of the Survivor or the right to receive cash or any other consideration.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

At the effective time of the Merger, each member of the Survivor shall continue to be a member of the Survivor with the same rights and ownership interests as immediately before the effective time of the Merger.

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(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Osceola Financial Corporation, 1031 W. Morse Boulevard, Suite 300, Winter Park, FL 32789

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached Agreement and Plan of Merger

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EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

AGREEMENT AND
PLAN OF MERGER

This Agreement and Plan of Merger (hereinafter called the "Plan") dated as of this 3rd day of December, 2003, between PEREGRINE PROPERTIES, INC., a Florida corporation (the "Corporation") and JAMBARCO, LLC, a Florida limited liability company (the "Survivor").

1. Merger. The Corporation shall be merged with and into the Survivor in accordance with the laws of the State of Florida as soon as practicable.

2. Cessation of Business. As of the date hereof, the Corporation shall cease to be a going concern and all of its assets and liabilities shall become assets and liabilities of the Survivor.

3. Outstanding Shares; Share Transfer. The Corporation has 1,000 shares of voting common stock outstanding as of the date hereof.

4. Effect on Stock. At the effective time of the Merger, each share of common stock of the Corporation issued and outstanding at the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder of such stock of the Corporation, shall no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into ownership interests of the Survivor or the right to receive cash or any other consideration.

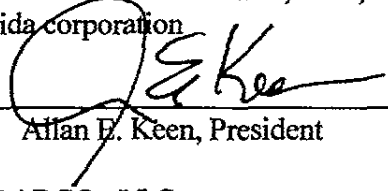
5. Effect on Membership Interest. At the effective time of the Merger, Osceola Financial Corporation, which is the sole member of the Survivor, shall continue to be the sole member of the Survivor with the same rights and ownership interests as immediately before the effective time of the Merger.

6. Charter Documents. The Articles of Organization of the Survivor, as in effect immediately before the effective time of the Merger, shall continue to be its Articles of Organization until duly altered or amended.

7. Power of the Board of Directors. The Corporation shall do any and all acts and things as provided for in the Plan, and any further acts and things as may be necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Corporation and the transfer of the Corporation's assets to the Survivor in accordance with the law.

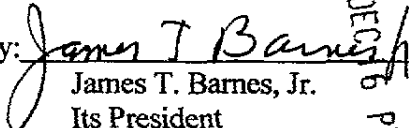
8. Power of the Sole Member. The Survivor shall do any and all acts and things as provided for in the Plan, and any further acts and things as may be necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the Merger of the Survivor in accordance with the law.

PEREGRINE PROPERTIES, INC.,
a Florida corporation

By: 
Allan E. Keen, President

JAMBARCO, LLC,
a Florida limited liability company

By: Osceola Financial Corporation,
a Nevada corporation,
Its Sole Member

By: 
James T. Barnes, Jr.
Its President

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