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MERGER OR SHARE EXCHANGE

Beemer & Associates XXXVIII, L.L.C.

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CERTIFICATE OF MERGER

Pursuant to the provisions of Section 608.4382 of the Florida Statutes, the undersigned organizations adopt the following Articles of Merger:

1. In the manner prescribed by Section 608.4381(2) of the Florida Statutes, the attached Plan of Merger was approved by the written consent of Mike Ashourian, as Managing Member of Beemer & Associates XXXVIII, LLC, a Florida limited liability company, whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256 and whose Florida document/registration number is L05000023886 (hereinafter referred to as the "Surviving Company") and Mike Ashourian as Managing Member of Mike I, LLC, a Florida limited liability company, whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256 and whose Florida document/registration number is L06000032711 (hereinafter referred to as the "Absorbed Company"), which Absorbed Company's sole asset is that certain real property described as:

Lots 15, 16 and 17, Block 1, SOUTHSIDE ESTATES UNIT NO. 2, according to the plat thereof as recorded in Plat Book 18, page 57 and 57A of the current public records of Duval County, Florida.

2. The merger is permitted under the respective laws of the State of Florida and is not prohibited by the articles of organization of either of the limited liability companies that are a party to the merger.

3. The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

4. The Plan of Merger is set forth in Exhibit A attached hereto.

The undersigned Beemer & Associates XXXVIII, LLC, a Florida limited liability company, and Mike I, LLC, a Florida limited liability company have caused these Articles of Merger of Mike I, LLC into Beemer & Associates XXXVIII, L.L.C., to be duly executed this 23 day of May, 2006.

Beemer & Associates XXXVIII, LLC,
a Florida limited liability company

By: 
Mike Ashourian, its Managing Member
"Surviving Company"

Mike I, LLC, a Florida limited liability company

By: 
Mike Ashourian, its Managing Member
"Absorbed Company"

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Exhibit A

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, Florida Statutes, is being submitted in accordance with section 608.438, Florida Statutes.

1. The exact name and jurisdiction of the merging party is Mike I, LLC, a Florida limited liability company, whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256 and whose Florida document/registration number is L06000032711 (hereinafter referred to as the "Absorbed Company").
2. The exact name and jurisdiction of the surviving party is Beemer & Associates XXXVIII, LLC, a Florida limited liability company, whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256 and whose Florida document/registration number is L05000025886 (hereinafter referred to as the "Surviving Company").
3. The terms and conditions of the merger are as follows:

On the effective date of the merger, the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of Mike, LLC, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of Mike I, LLC, a Florida limited liability company, then owing as of such date with respect to the Absorbed Company, and neither the rights of creditors nor any liens on the property of Mike I, LLC shall be impaired by the merger.

4. The manner and basis of converting the membership interests of Mike I, LLC into interests in the Surviving Company is as follows:

Immediately prior to the effective date of the merger, the members of the Absorbed Company and the Surviving Company and each of said member's membership interest in the Absorbed Company and Surviving Company were identical, and upon the merger, the members and membership interests in the Surviving Company shall remain identical to the members and membership interests in the Absorbed Company. The respective membership interests of the Surviving Company on the effective date of the merger shall remain as follows:

- Mike Ashourian, an undivided 1.0% Membership Interest.
- Justin Ashourian, an undivided 19.8% Membership Interest.
- Laura Ashourian, an undivided 19.8% Membership Interest.
- Elaine D. Ashourian, Custodian for Ashley V. Ashourian, Florida Uniform Transfer to Minors Act, an undivided 9.9% Membership Interest.
- Elaine D. Ashourian, Custodian for K. Taylor Ashourian, Florida Uniform Transfer to Minors Act, an undivided 9.9% Membership Interest.
- Elaine D. Ashourian, Custodian for Zachary B. Ashourian, Florida Uniform Transfer to Minors Act, an undivided 9.9% Membership Interest.
- Mike Ashourian, Custodian for Ashley V. Ashourian, Florida Uniform Transfer to Minors Act, an undivided 9.9% Membership Interest.
- Mike Ashourian, Custodian for K. Taylor Ashourian, Florida Uniform Transfer to Minors Act, an undivided 9.9% Membership Interest.
- Mike Ashourian, Custodian for Zachary B. Ashourian, Florida Uniform Transfer to Minors Act, an undivided 9.9% Membership Interest.

5. This Plan of Merger is approved by the written consent of Mike Ashourian, as Managing Member of Beemer & Associates XXXVIII, LLC, a Florida limited liability company, Mike Ashourian, as Managing Member of Mike I, LLC, a Florida limited liability company, and all of the members of Beemer & Associates XXXVIII, LLC and Mike I, LLC.

The undersigned Beemer & Associates XXXVIII, LLC, Mike I, LLC, and all of the members of Beemer & Associates XXXVIII, LLC and Mike I, LLC have caused this Plan of Merger of Mike I, LLC into Beemer & Associates XXXVIII, LLC, to be duly executed this 23rd day of May, 2006.

Beemer & Associates XXXVIII, LLC
a Florida limited liability company

By: [Signature]
Mike Ashourian, its Managing Member

"Surviving Company"

Mike I, LLC,
a Florida limited liability company

By: [Signature]
Mike Ashourian, its Managing Member

"Absorbed Company"

[Signature]
Mike Ashourian

[Signature]
Justin Ashourian

[Signature]
Laura Ashourian

[Signature]
Elaine D. Ashourian, Custodian for Ashley V. Ashourian

[Signature]
Elaine D. Ashourian, Custodian for K. Taylor Ashourian

[Signature]
Elaine D. Ashourian, Custodian for Zachary B. Ashourian

[Signature]
Mike Ashourian, Custodian for Ashley V. Ashourian

[Signature]
Mike Ashourian, Custodian for K. Taylor Ashourian

[Signature]
Mike Ashourian, Custodian for Zachary B. Ashourian

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