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MERGER OR SHARE EXCHANGE

VILES & BECKMAN, LLC

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ARTICLES OF MERGER
of
VILES & BECKMAN, P.A. *PA7-5155*
a Florida professional corporation
into
VILES & BECKMAN, LLC *LDS-50399*
a Florida limited liability company

THESE ARTICLES OF MERGER are hereby entered into by and between Viles & Beckman, P.A., a Florida professional corporation, whose principal office is 6350 Presidential Court, Suite A, Fort Myers, Florida 33919, and Viles & Beckman, LLC, a Florida limited liability company, whose principal office is 6350 Presidential Court, Suite A, Fort Myers, Florida 33919, effective as of April 19, 2007.

Under Sections 607.1108 and 608.438 of the Florida Statutes, Viles & Beckman, P.A. and Viles & Beckman, LLC adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated April 19, 2007 ("Plan of Merger") between Viles & Beckman, P.A. and Viles & Beckman, LLC was approved and adopted by the shareholders of Viles & Beckman, on April 17, 2007, and was approved and adopted by the members of Viles & Beckman, LLC on April 17, 2007.

2. Under the Plan of Merger, all of the issued and outstanding shares of common stock of Viles & Beckman, P.A. will be acquired by means of a merger of Viles & Beckman, P.A. into Viles & Beckman, LLC, with Viles & Beckman, LLC as the surviving entity (the "Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

4. The date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on April 17, 2007.

ATTEST:

Carol Q. Lane

Viles & Beckman, P.A.

By: *MW*
Marcus W. Viles, President

ATTEST:

Carol Q. Lane

Viles & Beckman, LLC

By: *[Signature]*
Michael L. Beckman, Manager

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of April 19, 2007 (the "Effective Date"), by and among:

- (i) Viles & Beckman, P.A., a Florida professional corporation (the "P.A."); and
- (ii) Viles & Beckman, LLC, a Florida limited liability company (the "LLC").

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Sections 607.1108 and 608.438 of the Florida Statutes;

WHEREAS, the parties hereto deem it advisable that the P.A. be merged into the LLC pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida;

WHEREAS, it is the intent of the parties hereto that the Common Stock of the P.A. shall be merged into the Membership Units of the LLC;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of the P.A. shall cease; and the Common Stock of the P.A. shall be merged into the Membership Units of the LLC. Upon the filing of Articles of Merger and this Agreement with the State of Florida, the LLC shall possess all the rights, privileges, immunities, powers, and purposes, and all the property, real and personal, causes of action, and every other asset of the P.A., and shall assume and be liable for all the liabilities, obligations, and penalties of the P.A., in accordance with the Florida Business Corporation Act.
2. **Continuation of Florida Limited Liability Company.** Following the merger, the existence of the LLC shall continue unaffected and unimpaired by the merger, with all the rights, privileges, immunities, and powers, and subject to all the duties and liabilities, of a limited liability company organized under the laws of the State of Florida. The Certificate of Organization of the LLC, as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger. The members and managers of the LLC immediately prior to the Effective Date shall continue as the members and managers of the LLC.
3. **Management.** The management of the LLC shall be vested in one or more Managers, and the name and business address of the sole Manager of the LLC shall be: Michael L. Beckman, 6350 Presidential Court, Suite A, Fort Myers, Florida 33919.
4. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the ownership of the LLC and the P.A.

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IN WITNESS WHEREOF, the parties have entered into this Agreement effective as of the Effective Date.

Witnesses:

Carroll Louie
Rose M. Swery-Rose

Witnesses:

Carroll Louie
Rose M. Swery-Rose

VILES & BECKMAN, P.A.

By: [Signature]
Marcus W. Viles, President

Address: 6350 Presidential Court, Suite A
Fort Myers, Florida 33919

Dated: 4/17, 2007

VILES & BECKMAN, LLC

By: [Signature]
Michael L. Beckman, Manager

Address: 6350 Presidential Court, Suite A
Fort Myers, Florida 33919

Dated: 4/17, 2007

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