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TALLAHASSEE, FLORIDA

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*ASR
5/18/05*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 376227 82866A
AUTHORIZATION : *Patricia Papp*
COST LIMIT : \$ 78.75

ORDER DATE : May 17, 2005

ORDER TIME : 2:48 PM

ORDER NO. : 376227-005

CUSTOMER NO: 82866A

CUSTOMER: H. Adam Airth, Jr., Esq
Clark, Campbell & Mawhinney,
Suite 800
500 South Florida Avenue
Lakeland, FL 33801

ARTICLES OF MERGER

JAMAX REALTY, INC.

INTO

JAMAX REALTY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Florida Statutes Section 607.1105 and Georgia Code Section 13-2-1105.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name and jurisdiction of the surviving corporation is:

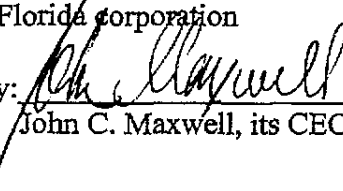
JAMAX REALTY, INC., a Florida corporation
(Florida Document # P05000038020)

2. The name and jurisdiction of each merging corporation is:

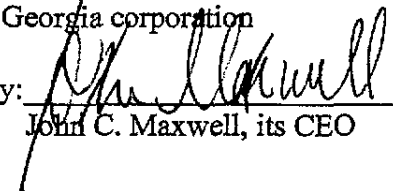
JAMAX REALTY, INC., a Georgia corporation
P.O. Box 759
Duluth, Georgia 30096
(Georgia Control #K810873)

3. The Plan of Merger is attached hereto.
4. The merger shall become effective on the date these Articles of Merger are filed.
5. The Plan of Merger was recommended by the board of directors and approved by all of the shareholders of the surviving corporation on April 22, 2005.
6. The Plan of Merger was recommended by the board of directors and approved by all of the shareholders of the merging corporation on April 22, 2005.

Surviving Corporation:
Jamax Realty, Inc.,
a Florida corporation

By: 
John C. Maxwell, its CEO

Merging Corporation:
Jamax Realty, Inc.,
a Georgia corporation

By: 
John C. Maxwell, its CEO

PLAN OF MERGER

The following is a Plan of Merger dated this 22nd day of April, 2005, by and between **JAMAX REALTY, INC.**, a Florida corporation (the "Surviving Corporation") and **JAMAX REALTY, INC.**, a Georgia corporation (the "Merging Corporation").

1. **Merger.** Effective as of the date the Articles of Merger are filed, the Merging Corporation shall be merged with and into the Surviving Corporation. Upon the merger, the separate existence of the Merging Corporation shall cease. The corporate existence of the Surviving Corporation shall continue under the name **JAMAX REALTY, INC.** and the Surviving Corporation shall be a Florida corporation. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment and without further act or deed (except as may be required by governing law). The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

2. **Approval of Merger.** This Plan of Merger has been recommended to the shareholders of the Surviving Corporation by the Board of Directors of the Surviving Corporation and duly approved and adopted by all of the shareholders of the Surviving Corporation. This Plan of Merger has been recommended to the shareholders of the Merging Corporation by the Board of Directors of the Merging Corporation and duly approved and adopted by all of the shareholders of the Merging Corporation.

3. **Conversion of Interests.** The ownership of all interests, shares, obligations or other securities ("Ownership Interests") in and to the Merging Corporation shall be identical to the Ownership Interests in and to the Surviving Corporation. All of the Ownership Interests in and to the Merging Corporation shall be converted into and shall become Ownership Interests in and to the Surviving Corporation. Each share of Merging Corporation stock shall be converted into one share of stock in the Surviving Corporation. Issuance of Ownership Interests in and to the Surviving Corporation shall occur simultaneously with the filing of this Plan of Merger and the associated Articles of Merger.

4. **Corporate Incidents.**

(a) **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as currently in effect, shall be the Articles of Incorporation of the Surviving Corporation following the consummation of this merger.

(b) **Bylaws.** The Bylaws of the Surviving Corporation, as currently in effect, shall be the Bylaws of the Surviving Corporation following the consummation of this merger.

(c) **Board of Directors and Officers.** The Board of Directors of the Surviving

Corporation shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the consummation of this merger. The Board of Directors shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation immediately prior to the consummation of this merger shall continue in such offices following the merger.

(d) Federal Tax Identification Number. The Surviving Corporation will use the Merging Corporation's federal taxpayer identification number and remain subject to all federal tax elections made by the Merging Corporation.

5. Filing. As soon as is practicable following the adoption of this Plan of Merger, the appropriate executive officer of the Surviving Corporation and Merging Corporation shall execute the Articles of Merger and file, or cause to be filed, the Articles of Merger and this Plan of Merger with the appropriate offices of the Florida Department of State, Georgia Secretary of State and such other state or local governmental agencies as may be necessary or appropriate.