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MERGER OR SHARE EXCHANGE

Macatee (South Florida), Inc.

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Capital Connection

Merger 7/9/07

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

Macatee, Inc.
a Maryland corporation

into

Macatee (South Florida), Inc.
a Florida corporation

Pursuant to the provisions of the Florida Business Corporation Act, Macatee, Inc., a Maryland corporation (the "Company"), and Macatee (South Florida), Inc. a Florida corporation ("Surviving Company"), hereby adopt the following Articles of Merger for the purpose of merging the Company with and into Surviving Company (the "Merger").

FIRST: The name and the state of incorporation of each of the constituent companies to the Merger are:

Macatee, Inc., a Maryland corporation;
and
Macatee (South Florida), Inc. a Florida corporation.

SECOND: An Agreement and Plan of Merger, dated as of July 2, 2007, by and among the Company and the Surviving Company, substantially in the form attached hereto as Exhibit A (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by the Company and Surviving Company in accordance with the manner prescribed by the laws of the State of Florida and the State of Maryland.

THIRD: The Merger shall become effective at the time and on the date these Articles of Merger are filed with the Florida Department of State.

FOURTH: The surviving company of the Merger is Surviving Company.

FIFTH: The Merger is permitted by the laws of the State of Florida, which is the state of formation of Surviving Company, and the laws of the State of Maryland, which is the state of incorporation of the Company.

SIXTH: The Articles of Incorporation of Surviving Company shall be the Articles of Incorporation of the surviving company.

SEVENTH: The Bylaws of Surviving Company as in effect as of the date of these Articles of Merger, shall continue in full force and effect and shall be the Bylaws of the surviving company until changed, altered or amended in the manner prescribed by the law of the State of Florida.

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EIGHTH: The board of directors and officers of Surviving Company as in effect as of the date of these Articles of Merger, shall remain the directors and officers of the surviving company until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of Surviving Company.

NINTH: The Merger Agreement was adopted and approved by a written consent of the sole director and shareholders of Surviving Company on July 2 2007.

TENTH: The Merger Agreement was adopted and approved by a written consent of the sole director and the shareholders of the Company on July 2, 2007.

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IN WITNESS WHEREOF, each of the Company and Surviving Company have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officer, on this 7th day of July, 2007.

South
Macatee (Florida), Inc.
a Florida corporation

By: Bosley C. Tawney, V.P.
Name: Bosley C. Tawney
Title: Vice President

Macatee, Inc., a Maryland corporation

By: S
Name: Stuart Hettleman
Title: President

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated July 2, 2007, between Macatee, Inc., a Maryland corporation (the "Company"), and Macatee (South Florida), Inc., a Florida corporation (the "Surviving Corporation") and together with the Company, the "Constituent Corporations").

NOW THEREFORE BE IT RESOLVED, that in accordance with the Florida Business Corporation Act and the Maryland General Corporation Law, the Company shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, and that the terms and conditions of the Merger and the mode of carrying into effect the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and in accordance with the Florida Business Corporation Act and the Maryland General Corporation Law, at the Effective Time, the Company shall be merged with and into the Surviving Corporation and thereupon the separate existence of the Company shall cease, and the Surviving Corporation, as the surviving corporation, shall continue to exist under and be governed by the Florida Business Corporation Act.

2. **Filing.** The Surviving Corporation will cause Articles of Merger, in compliance with the provisions of applicable law to be executed and filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Maryland, in the forms attached as Exhibit A and Exhibit B hereto (the "Articles of Merger").

3. **Effective Date and Time of Merger.** The Merger shall become effective as set forth in the Articles of Merger (such time is referred to as the "Effective Time").

4. **Articles of Incorporation and Bylaws.** Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation. The Bylaws of the Surviving Corporation shall be the Bylaws of the surviving corporation.

5. **Directors and Officers.** The directors and officers of the Surviving Corporation at the Effective Time shall remain the directors and officers of the surviving corporation; in each case, such directors and officers to serve until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

6. **Conversion of Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of the parties, each share of the Company's common stock issued and outstanding as of the Effective Time shall be converted, on a one-for-one basis, into the Surviving Corporation's common stock, which shall thereafter be an outstanding share of the Surviving Corporation's common stock.

7. **Effect of Merger.** Upon the Effective Time, the Surviving Corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a

Exhibit A

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private nature, of the Constituent Corporations, and all obligations belonging to or due to the Constituent Corporations, all of which shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all the obligations of the Constituent Corporations; any claim existing, or action or proceeding pending, by or against the Constituent Corporations, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place; and all the rights of creditors of the Constituent Corporations shall be preserved unimpaired.


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IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their corporate names and on their behalf by authorized officers, on this 2nd day of July 2007.

Macatee (South Florida), Inc.
a Florida corporation

By: 
Name: Bosley C. Tawney
Title: Vice President

Macatee, Inc.,
a Maryland corporation

By: 
Name: Stuart Hettleman
Title: President

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ARTICLES OF MERGER

of

Macattee, Inc.
a Maryland corporation

into

Macattee (South Florida), Inc.
a Florida corporation

Pursuant to the provisions of the Florida Business Corporation Act, Macattee, Inc., a Maryland corporation (the "Company"), and Macattee (South Florida), Inc. a Florida corporation ("Surviving Company"), hereby adopt the following Articles of Merger for the purpose of merging the Company with and into Surviving Company (the "Merger").

FIRST: The name and the state of incorporation of each of the constituent companies to the Merger are:

Macattee, Inc., a Maryland corporation;

and

Macattee (South Florida), Inc. a Florida corporation.

SECOND: An Agreement and Plan of Merger, dated as of July 2, 2007, by and among the Company and the Surviving Company, substantially in the form attached hereto as Exhibit A (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by the Company and Surviving Company in accordance with the manner prescribed by the laws of the State of Florida and the State of Maryland.

THIRD: The Merger shall become effective at the time and on the date these Articles of Merger are filed with the Florida Department of State.

FOURTH: The surviving company of the Merger is Surviving Company.

FIFTH: The Merger is permitted by the laws of the State of Florida, which is the state of formation of Surviving Company, and the laws of the State of Maryland, which is the state of incorporation of the Company.

SIXTH: The Articles of Incorporation of Surviving Company shall be the Articles of Incorporation of the surviving company.

SEVENTH: The Bylaws of Surviving Company as in effect as of the date of these Articles of Merger, shall continue in full force and effect and shall be the Bylaws of the surviving company until changed, altered or amended in the manner prescribed by the law of the State of Florida.

Exhibit A

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EIGHTH: The board of directors and officers of Surviving Company as in effect as of the date of these Articles of Merger, shall remain the directors and officers of the surviving company until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of Surviving Company.

NINTH: The Merger Agreement was adopted and approved by a written consent of the sole director and shareholders of Surviving Company on July 2 2007.

TENTH: The Merger Agreement was adopted and approved by a written consent of the sole director and the shareholders of the Company on July 2, 2007.

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IN WITNESS WHEREOF, each of the Company and Surviving Company have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officer, on this 2nd day of July, 2007.

Macatee (South Florida), Inc.
a Florida corporation

By: _____
Name:
Title:

Macatee, Inc., a Maryland corporation

By: _____
Name: Stuart Hettleman
Title: President

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ARTICLES OF MERGER

MERGING

MACATTEE, INC.
(a Corporation of the State of Maryland)

INTO

MACATTEE (South Florida), INC.
(a Corporation of the State of Florida)

FIRST: MACATTEE (South Florida), INC., a corporation organized and existing under the laws of the State of Florida, and MACATTEE, INC., a corporation organized and existing under the laws of the State of Maryland, agree that said MACATTEE, INC., a Maryland corporation, shall be merged into said MACATTEE (South Florida), INC., a Florida corporation. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

SECOND: MACATTEE (South Florida), INC., a corporation organized and existing under the laws of the State of Florida, shall survive the merger and shall continue under the name MACATTEE (South Florida), INC.

THIRD: The parties to the articles of merger are MACATTEE (South Florida), INC., a corporation organized on the 29th day of June 2007, under the Florida Business Corporation Act, which corporation is not qualified or registered to do business in the State of Maryland, and MACATTEE, INC., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: The total number of shares of stock of all classes, which said MACATTEE, INC., a Maryland corporation has authority to issue is one hundred (100) shares of common stock without par value.

The total number of shares of stock of all classes which said MACATTEE (South Florida), INC., a Florida corporation has authority to issue is one hundred (100) shares of common stock without par value.

FIFTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows:

All of the issued and outstanding common stock of the merged corporation shall be converted into shares of common stock of the surviving corporation on a one-for-one basis.

SIXTH: The principal office of said MACATTEE, INC., organized under the laws of the State of Maryland, is located in the County of Baltimore, State of Maryland.*

MACATTEE INC., a Maryland corporation does not own any property in the State of Maryland, and said MACATTEE (South Florida), INC., a Florida corporation, the merged

Exhibit B

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corporation does not own any property in the State of Maryland.

SEVENTH: The location of the principal office of the surviving corporation in the State of Florida, the state of its incorporation, is 4000 Hollywood Boulevard, Suite 375-South, Hollywood, Florida 33021, and the name and post office address of a resident agent of said surviving corporation in Maryland is Stuart Hettleman, whose address is 500 Harborview Drive, 3rd Floor, Baltimore, MD 21230.

EIGHTH: The terms and conditions of the merger transaction as set forth in these Articles of Merger were advised, authorized and approved by MACATTEE, INC., a Maryland corporation, in the manner and by the vote required by its charter and the laws of Maryland. The manner in which the merger was approved is as follows:

The merger was (a) duly advised by the board of directors of said MACATTEE, INC., a Maryland Corporation by the adoption on July 2, 2007 of resolutions declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger, and directing that the proposed merger be submitted for action thereon by the sole stockholder of said corporation, and (b) duly approved by the sole stockholder of said corporation in the manner and by the vote required by law on July 2, 2007, by the affirmative vote of the holders of one hundred percent (100%) of each class of stock entitled to vote separately thereon.

NINTH: The terms and conditions of the transaction as set forth in these articles were duly advised and authorized and approved by said MACATTEE (South Florida), INC., a Florida corporation (surviving corporation) in the manner and by the vote required by the laws of the State of Florida and by the charter of the said corporation. The manner in which the merger was approved is as follows: The merger was approved by unanimous written consent of the sole stockholder, and unanimous written consent by the Board of Directors of the surviving corporation.

TENTH: The following other provisions are deemed by the merging corporations necessary to effect the merger: The first board of directors of the surviving corporation after the date when the articles of merger shall become effective shall be the directors of MACATTEE (South Florida), INC., a Florida corporation in office at that time.

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IN WITNESS WHEREOF, MACATTEE, INC., a Maryland corporation, and MACATTEE (South Florida) INC a Florida corporation, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents or vice-presidents and witnessed or attested by their respective secretaries or assistant secretaries, as of the 2nd day of July 2007.

MACATTEE, INC., a Maryland corporation

By: _____
Stuart Heffleman, President

Attest:

Victoria Tyler, Secretary

MACATTEE (South Florida), INC., a Florida corporation

By _____
Bosley C. Tawney, Vice President

Attest:

Victoria Tyler, Secretary

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THE UNDERSIGNED, Stuart Hettleman, President of MACATTEE, INC., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his/her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Stuart Hettleman, President

THE UNDERSIGNED, Bosley C. Tawney, Vice President of MACATTEE (South Florida), INC, a Florida corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his/her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

B

Bosley C. Tawney, Vice President

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CERTIFICATE OF SUCCESSOR OR SURVIVING CORPORATION

Pursuant to Section 3-117 of the Corporations and Associations article of the Annotated Code of Maryland, MACATTEE, INC., the successor or surviving corporation certifies the following:

1. That each of the corporations under the laws of their respective jurisdictions have merged or consolidated:

Merged/Consolidated Corporation(s) The Laws of

MACATTEE (South Florida), INC. Florida

MACATTEE, INC. Maryland

2. That MACATTEE (South Florida), INC., a Florida corporation owns no property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

3. That an officially certified copy of the document effecting the merger or consolidation has been filed with the State Department of Assessments and Taxation of Maryland in accordance with Title 7 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, MACATTEE (South Florida), INC., a Florida corporation, the successor or surviving corporation to the consolidation or merger, has caused this Certificate of Successor or Surviving Corporation to be signed in its name and on its behalf by its Vice-President and attested (or witnessed) by its secretary, as of the 2nd day of July, 2007.

By: Bosley C. Tawney, Vice-President

Attest:

Victoria Tyler, Secretary

AFFIDAVIT FOR FOREIGN MERGERS OR CONSOLIDATIONS

I, Bosley C. Tawney of MACATTEE (South Florida), INC., a Florida corporation am a representative of the surviving corporation in the merger of MACATTEE, INC., a Maryland corporation with and MACATEE (South Florida), INC., a Florida corporation.

I hereby certify under the penalties of perjury that the entity merging out of existence does not own an interest in land in the State of Maryland.

Bosley C. Tawney, Vice President