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*Attn: Irene Albritton*

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## MERGER OR SHARE EXCHANGE MACJOR PRODUCTS, INC.

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**ARTICLES OF MERGER OF  
JORMAC HOLDINGS CORP.,  
a Florida corporation**

into

**MACJOR PRODUCTS, INC.,  
a Florida corporation**

**ARTICLE 1  
Names and Surviving Corporation**

The names and states of incorporation of the corporations, which are parties to the merger, are:

| <u>Name</u>           | <u>State of Incorporation</u> |
|-----------------------|-------------------------------|
| Macjor Products, Inc. | Florida                       |
| Jormac Holdings Corp. | Florida                       |

Macjor Products, Inc., a Florida corporation, shall be the surviving corporation.

**ARTICLE 2  
Plan of Merger**

The plan of merger is attached hereto as Exhibit A.

**ARTICLE 3  
Date of Approval by Macjor Products Inc.**

All of the shareholders and the board of directors of Macjor Products, Inc., a Florida corporation, approved the plan of merger by unanimous vote on December 11, 2006.

**ARTICLE 4  
Date of Adoption by Jormac Holdings Corp.**

All of the shareholders and the board of directors of Jormac Holdings Corp., a Florida corporation, approved the plan of merger by unanimous vote on December 11, 2006.

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**ARTICLE 5**  
**Effective Date of Merger**

The Effective Date of the Merger of Jormac Holdings Corp. into Macjor Products, Inc. shall be December 31, 2006.

Dated this 11th day of December, 2006.

**Macjor Products, Inc.,**  
a Florida corporation

By:   
Steven M. Jourdenais, Director

By:   
Michael R. McAllister, Director

**Jormac Holdings Corp.,**  
a Florida corporation

By:   
Steven M. Jourdenais, Director

By:   
Michael R. McAllister, Director

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### PLAN OF MERGER

Plan of merger dated December 11, 2006, between MACJOR PRODUCTS, INC., a Florida corporation (the "Surviving Corporation"), and JORMAC HOLDINGS CORP, a Florida corporation (the "Absorbed Corporation").

Section One, Terms and Conditions. On December 31, 2006, the effective date of the merger (the "Effective Date"), the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Two, Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the \$0.01 par value common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one share of the \$0.01 par value common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: On the effective date of the merger, each of the shareholders of certificates for shares of common stock in the Absorbed Corporation shall surrender all of such certificates to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which the shareholder is entitled as provided above.

(c) The shares of common stock of the Surviving Corporation held by the Absorbed Corporation shall be cancelled.

(d) Following the completion of the merger, the following shares of common stock of the Surviving Corporation shall be issued and outstanding and the following individuals shall own the number of shares indicated opposite each individual's names:

| <i>Shareholder</i>    | <i>Total Shares</i> | <i>Percentage Ownership</i> |
|-----------------------|---------------------|-----------------------------|
| Michael R. McAllister | 50                  | 50%                         |
| Steven M. Jourdenais  | 50                  | 50%                         |
| TOTAL                 | 100                 | 100.000%                    |

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Section Three. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be continued as the Articles of Incorporation following the merge.

Section Four. Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

Section Five. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Six. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Seven. Approval by Shareholders and Board of Directors. This plan of merger has been approved by the shareholders and the boards of directors of the constituent corporations on December 11, 2006 by written consent in the manner provided by the applicable laws of the State of Florida.

Section Eight. Effective Date of Merger. The effective date of this merger shall be December 31, 2006.

Section Nine. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Section Ten. Entire Agreement. This Agreement and the Articles of Merger of JORMAC HOLDINGS, CORP. into MACJOR PRODUCTS, INC. constitute the entire Agreement between the parties and shall be binding upon and inure to the benefit of the parties hereto and their respective legal representatives, successors and assigns.

Section Eleven. Non Waiver. A failure in any one or more instances of a party to insist upon performance of any of the terms, conditions or covenants of this Agreement, to exercise any right or privilege conferred in this Agreement or the waiver of any party of any breach of any of the terms, conditions or covenants, shall not be construed as a subsequent waiver of any such terms, conditions, covenants, rights or privileges, but the same shall constitute and remain in full force and effect as if no such waiver had occurred. No waiver shall be effective unless it is in writing and signed by an authorized party of the Waving party.

Section Twelve. Severability. The invalidity of any provision of this Agreement or portion of a provision shall not affect the validity of any other provision of this Agreement or the remaining portion of the applicable provision.

Section Thirteen. Governing Law. This Agreement and the Articles of Merger shall be construed in accordance with the laws of the State of Florida.

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Section Fourteen. Bonding Effect. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their successors and assigns. Nothing in this Agreement, expressed or implied is intending to confer on any person other than the parties hereto and their respective successors and assigns any rights, remedies, obligations or liabilities under or by reason of this Agreement, including without limitation, third party beneficiary rights.

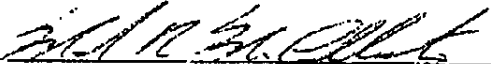
Section Fifteen. Assignability. This Agreement shall not be assignable by either party without the prior written consent of the other party.

Section Sixteen. Headings. The headings contained in the Agreement are for convenience and reference only and shall not affect the meaning or interpretation of this Agreement.

The undersigned parties have hereunto set their hands and seals as of the day and year first above written.

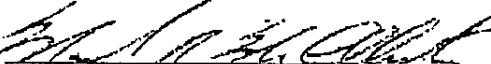
MACJOR PRODUCTS, INC.

  
\_\_\_\_\_  
Steven M. Jourdenais, Director

  
\_\_\_\_\_  
Michael R. McAllister, Director

JORMAC HOLDINGS CORP

  
\_\_\_\_\_  
Steven M. Jourdenais, Director

  
\_\_\_\_\_  
Michael R. McAllister, Director