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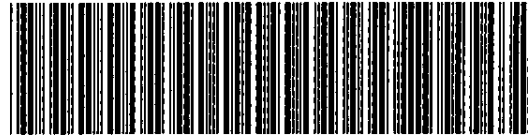
(Business Entity Name)

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DIVISION OF CORPORATIONS
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Merger/CC
10 @ 12/28/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: INVERNESS PROPERTIES CORP.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Martin J. Nash, Esq.
Contact Person

Nash Axman Watkin, PLC
Firm/Company

255 Alhambra Circle, Ste. 320
Address

Coral Gables, FL 33134
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martin J. Nash At (305) 448-2850
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

COPY

**AGREEMENT, PLAN OF MERGER AND
ARTICLES OF MERGER**

This Agreement, Plan of Merger and Articles of Merger is made and entered into on the 1 day of December, 2011, by and between INVERNESS PROPERTIES CORP., a Florida corporation (hereinafter sometimes referred to as "INVERNESS"), PLETHORA, INC., a Florida corporation (hereinafter sometimes referred to as "PLETHORA"), and THE VERO BEACH DEVELOPMENT CORPORATION, a Florida corporation (hereinafter sometimes referred to as "VERO") (all such entities are sometimes individually referred to as a "Constituent Corporation" and collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, each of the Constituent Corporations is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, one hundred percent (100%) of the stock of each Constituent Corporation is owned in equal shares by Roger Miller, Michelle Miller, Cary Caster, Sherri Gersten and Renee Simmons; and

WHEREAS, PLETHORA and VERO desire to merge into INVERNESS, whereby INVERNESS shall be the surviving entity; and

WHEREAS, the board of directors and the shareholders of each Constituent Corporation have unanimously agreed to merge into INVERNESS, and

WHEREAS, all the shareholders of each Constituent Corporation have waived any requirement of notice required by §607.1101 and §607.1103 of the Florida Business Corporation Act; and

WHEREAS, the merger is permitted under the provisions of §607.1101 and §607.1103 of the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions and promises contained herein, the parties have entered into this Agreement and the President and Secretary, all of the Directors and all of the shareholders of each Constituent Corporation have executed this Agreement, Plan of Merger and Articles of Merger.

1. **Recitals.** The above recitals are true and correct and incorporated herein.
2. **Agreement and Plan of Merger.** On the effective date, all the Constituent Corporations shall be merged into INVERNESS which shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").
3. The merger shall be effective on the Dec 31, 2011, or the date of filing of this document if later, as required by law.

4. The names of the Constituent Corporations and the place of their organization are as follows:

| <u>Name</u> | <u>Place of Organization</u> |
|--|------------------------------|
| INVERNESS PROPERTIES CORP. | Florida |
| PLETHORA, INC. | Florida |
| THE VERO BEACH DEVELOPMENT CORPORATION | Florida |

5. The Surviving Corporation shall be INVERNESS PROPERTIES CORP., a Florida corporation.

6. This Agreement, and Plan Merger and Articles of Merger was adopted by all the directors and all of the shareholders of each Constituent Corporation on Dec 1, 2011.

7. The manner and basis of converting the shares of each Constituent Corporation shall be as follows:

No new shares of INVERNESS shall be issued inasmuch as 100% of the shares of stock of INVERNESS and all of the other Constituent Corporations are already owned 20% each by the same shareholders.

8. The bylaws of the Surviving Corporation in effect at the time of the merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed nor shall the merger affect any change in the articles of incorporation of INVERNESS.

9. The officers and directors of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the officers and directors of the Surviving Corporation and they shall hold office until their successors are duly elected and qualified.

10. This Merger Agreement as to each Constituent Corporation was approved as required by such corporation's governing law.


11. This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

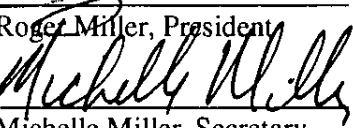
IN WITNESS WHEREOF, this Agreement, Plan of Merger and Articles of Merger has been executed by each of the Constituent Corporations that is party to this merger by all their directors and all their shareholders.

[SIGNATURE PAGE ATTACHED]

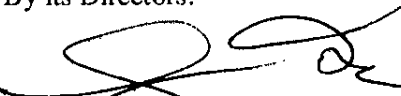
SIGNATURE PAGE


INVERNESS PROPERTIES, CORP.

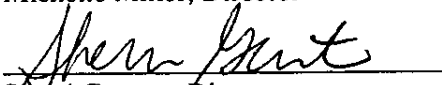
By: 

Roger Miller, President
Attest: 

Michelle Miller, Secretary


By its Directors:


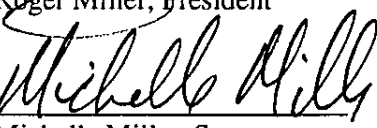
Roger Miller, Director


Michelle Miller, Director


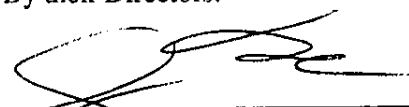
Sherri Gersten, Director


PLETHORA, INC. and THE VERO BEACH DEVELOPMENT CORP.

By: 

Roger Miller, President
Attest: 

Michelle Miller, Secretary


By their Directors:


Roger Miller, Director



Michelle Miller, Director

INVERNESS PROPERTIES, CORP., PLETHORA INC., and THE VERO BEACH DEVELOPMENT CORP.

By 100% of the Shareholders who also waive any notice required



Roger Miller

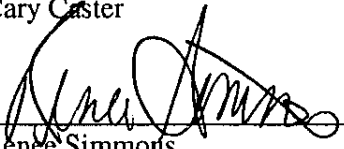


Michelle Miller

Cary Caster




Sherri Gersten



Renee Simmons


SIGNATURE PAGE

INVERNESS PROPERTIES, CORP.

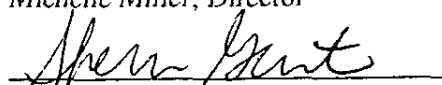
By: 

Roger Miller, President

Attest: _____
Michelle Miller, Secretary

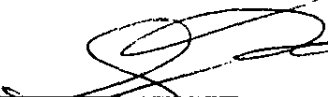
By its Directors:


Roger Miller, Director

Michelle Miller, Director


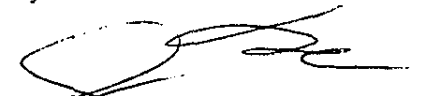
Sherri Gersten, Director

PLETHORA, INC. and THE VERO BEACH DEVELOPMENT CORP.

By: 

Roger Miller, President

Attest: _____
Michelle Miller, Secretary

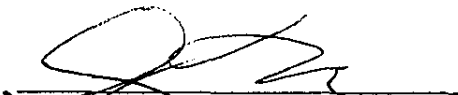
By their Directors:


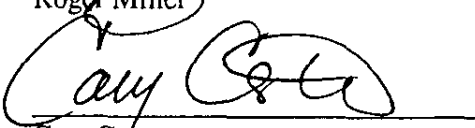
Roger Miller, Director

Michelle Miller, Director


INVERNESS PROPERTIES, CORP., PLETHORA INC., and THE VERO BEACH DEVELOPMENT CORP.

By 100% of the Shareholders who also waive any notice required



Roger Miller


Cary Caster

Michelle Miller


Sherri Gersten

Renee Simmons