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Division of Corporations
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MERGER OR SHARE EXCHANGE WALPOLE, INC.

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Merge

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ARTICLES OF MERGER

The following Articles of Merger executed this 28 day of September, 2012 are being submitted in accordance with §§607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type of each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Walpole Holding Corporation P.O. Box 1177 Okeechobee, FL 34973-1177	Florida	Corporation

Florida Doc./Reg. Number: P99000066794

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Walpole, Inc. P.O. Box 1177 Okeechobee, FL 34973-1177	Florida	Corporation

Florida Doc./Reg. Number: 290309

THIRD: The attached Plan of Merger meets the requirements of §§607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is

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a party to the merger the amount, if any, to which they are entitled under §§607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner or the surviving entity pursuant to §§607.1108(5), 608.4381(2) and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective upon filing these articles with the Secretary of State.

TENTH: The Articles of merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signatures for each party are as follows:

WALPOLE HOLDING CORPORATION

By: 

Edwin E. Walpole, III, President
P.O. Box 1177
Okeechobee, FL 34973-1177

By: 

Keith A. Walpole, Secretary
P.O. Box 1177
Okeechobee, FL 34973-1177

WALPOLE, INC.

By: 

Edwin E. Walpole, III, President
P.O. Box 1177
Okeechobee, FL 34973-1177

By: 

Keith A. Walpole, Secretary
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Okeechobee, FL 34973-1177

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PLAN OF MERGER

The following Plan of Merger was adopted and approved this 27 day of September, 2012 by each undersigned party to the merger in accordance with §607.1101, Florida Statutes.

ARTICLE I: The exact name and jurisdiction of the surviving corporation ("Surviving Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Walpole, Inc. P.O. Box 1177 Okeechobee, FL 34973-1177	Florida

ARTICLE II: The exact name and jurisdiction of each merging corporation ("Disappearing Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Walpole Holding Corporation P.O. Box 1177 Okeechobee, FL 34973-1177	Florida

ARTICLE III: The terms and conditions of the merger are as follows:

- (a) Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined in paragraph (b) below) the Disappearing Entity shall be merged (the "Merger") with and into the Surviving Entity in accordance with Florida Law whereupon the separate existence of the Disappearing Entity shall cease, and the Surviving Entity shall continue as set forth in Article IV, below.
- (b) The parties hereto shall cause the Merger to be consummated by filing Articles of Merger with the Florida Secretary of State in such form as required by, and executed in accordance with the relevant provisions of Florida Law and the parties hereto shall make all other filings or recordings required pursuant to Florida Law in connection with the Merger. The Merger shall become effective as of the date of filing of the attached Articles of Merger with the Florida Secretary of State (the "Effective Time").

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- (c) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Florida Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all property, rights, privileges, powers and franchises of the Disappearing Entity shall vest in the Surviving Entity, and all debts, liabilities and duties of the Disappearing Entity shall become the debts, liabilities and duties of the Surviving Entity.

ARTICLE IV: TERMS AND CONDITIONS OF THE MERGER

- (a) Articles of Incorporation. The Articles of Incorporation of the Surviving Entity shall continue as such.
- (b) By-Laws. The By-Laws of the Surviving Entity shall continue as such.
- (c) Shareholders. The Shareholders of the Surviving Entity shall continue as such.
- (d) Registered Agent. The Registered Agent of the Surviving Entity shall continue as such.

ARTICLE V: CONVERSION OF SHARES

- (a) In General. The manner and basis of converting the interests, shares, obligations or other securities of the Disappearing Entity into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as specified at paragraphs (b) and (c) below.
- (b) Conversion of Shares. At the Effective Time, the shares of common stock, \$1.00 par value, of the Disappearing Entity (the "Shares") outstanding immediately prior to the Effective Time shall be cancelled and extinguished and converted into the right to receive the Merger Consideration (as defined in at paragraph (c) below) payable to the shareholders of the Disappearing Entity upon surrender of the certificates representing the Shares.
- (c) Merger Consideration. The Merger Consideration for the Shares shall be 19,442 shares of the Surviving Entity common (the "Surviving Entity Stock"). The Merger Consideration shall be payable in full at the Effective Time. Each share of the

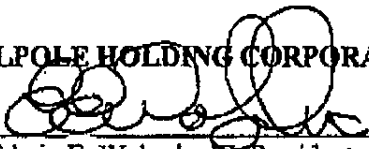
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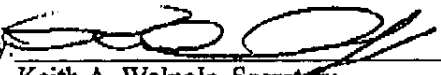
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Disappearing Entity stock shall be exchanged for -12.8588- shares of the Surviving Entity stock.


ARTICLE VI: Signatures for each party are as follows:

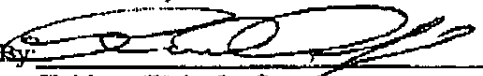
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