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MERGER OR SHARE EXCHANGE

NATIONAL CITY DND, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Merger  
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## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
National City DND, Inc.	Delaware	2818962

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
H. F. Development Co.	Florida	420352

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 11 / 28 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on November 24, 2008 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 24, 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleNational City DND, Inc.Catherine B. Wexler, PresidentH. F. Development Co.Doris M. Malinowski, President

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Exhibit A

**AGREEMENT AND PLAN OF MERGER  
OF  
H. F. DEVELOPMENT CO.  
INTO  
NATIONAL CITY DND, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of November 25, 2008 by and between H.F. Development Co., a Florida corporation ("HF Development"), and National City DND, Inc., a Delaware corporation ("NC DND"). HF Development and NC DND are sometimes referred to herein collectively, as "Parties", and each, as a "Party".

**RECITAL**

Upon the terms and subject to the conditions set forth in this Agreement, the Parties intend to effect a merger of HF Development with and into NC DND (the "Merger"), with NC DND the surviving corporation (the "Surviving Corporation").

NOW, THEREFORE, in consideration of the foregoing premises and the representations, warranties and agreements contained herein, the Parties hereby agree as follows:

1. Merger. Subject to the terms of this Agreement, HF Development shall be merged with and into NC DND in a transaction in which the separate corporate existence of HF Development shall thereupon cease, and NC DND shall be the Surviving Corporation. NC DND may at any time prior to the Effective Time (as defined below) change the method of effecting the combination of NC DND and HF Development, if and to the extent it deems such change to be desirable, including, without limitation, a merger of either Party with a wholly-owned subsidiary of the other Party. The Parties agree to reflect any such change in an appropriate amendment to this Agreement executed and delivered by the Parties.

2. Effective Time. Subject to the terms and conditions of this Agreement, provided this Agreement has not been terminated, the Parties shall cause a certificate of merger (the "Delaware Certificate of Merger") complying with the requirements of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") to be filed with the Secretary of State of Delaware and articles of merger (the "Florida Certificate of Merger") complying with the requirements of Section 607.1101 of the Florida Business Corporation Act (the "FBCA") with the Secretary of State of Florida. The Parties will make all other filings or recordings required under the DGCL and FBCA, and the Merger will become effective at the time of the later of the following events to occur: (i) the filing of the Delaware Certificate of Merger; (ii) the filing of the Florida Certificate of Merger; or (iii) such later time as shall be specified in the Delaware Certificate of Merger (the "Effective Time").

3. Effect of the Merger. From and after the Effective Time, the Merger shall have the effects specified in the DGCL and FBCA. Without limiting the generality of the foregoing, NC DND shall be the Surviving Corporation and shall continue to be governed by the laws of the

State of Delaware, and the separate corporate existence of NC DND and all of its rights, privileges, powers and franchises, public as well as private, and all its debts, liabilities and duties as a corporation organized under the DGCL, shall continue unaffected by the Merger.

4. Name. The name of the Surviving Corporation shall be "National City DND, Inc."

5. Principal Place of Business. The principal place of business in the State of Delaware of the Surviving Corporation will be c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

6. Certificate of Incorporation and Bylaws. The certificate of incorporation and bylaws (as amended) of NC DND in effect immediately prior to the Effective Time shall be the certificate of incorporation and bylaws of the Surviving Corporation as of the Effective Time.

7. Directors and Officers. The board of directors and officers of NC DND immediately prior to the Effective Time shall be the board of directors and officers, respectively, of the Surviving Corporation, from and after the Effective Time, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Surviving Corporation's certificate of incorporation and bylaws or the DGCL.

8. Shareholders. The sole stockholder of NC DND is National City Corporation. The sole shareholder of HF Development is National City Bank, which is a wholly-owned subsidiary of National City Corporation.

9. Conversion of Shares. The sole stockholder of NC DND whose shares of capital stock of NC DND that were outstanding immediately before the Effective Time shall hold the same number of shares, with identical designations, preferences, limitations and relative rights, in the Surviving Corporation immediately after the Effective Time. The shares of capital stock of HF Development that were outstanding immediately before the Effective Time shall disappear and not convert into shares of capital stock of the Surviving Corporation.

10. Applicable Law. This Agreement will be governed by and construed in accordance with the substantive laws of the State of Delaware except to the extent the respective laws of the State of Florida govern (i) the manner in which HF Development's board of directors and sole shareholder reviews and approves the Merger and (ii) the consummation of the Merger and the effect thereof.

11. Counterparts. This Agreement may be executed in any number of counterparts, each of which will be deemed an original but all of which together will constitute but one agreement.