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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

Sherrod Vans of Jacksonville, Inc.

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**ARTICLES OF MERGER  
OF  
J.A.B. INC., A FLORIDA CORPORATION  
INTO  
SHERROD VANS OF JACKSONVILLE, INC., A DELAWARE CORPORATION**

In accordance with the Florida Business Corporation Act, pursuant to the provisions of Section 607.1105 of the Florida Statutes and pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan of Merger was recommended by the directors and approved by the stockholders at a joint meeting of the directors and stockholders of each of the undersigned corporations, respectively, all on February 23, 2007, to wit: Sherrod Vans of Jacksonville, Inc., a Delaware corporation, Florida foreign profit document number F93000002519, Delaware file number 2285655 (hereinafter referred to as the "Surviving Corporation") and J.A.B. Inc., a Florida corporation, document number 635279 (hereinafter referred to as the "Absorbed Corporation") in the manner prescribed by the Florida General Corporation Act:

**PLAN/AGREEMENT OF MERGER**

**Section One. Merger.** The Absorbed Corporation, J.A.B. Inc., a Florida corporation, shall merge with and into the Surviving Corporation, Sherrod Vans of Jacksonville, Inc., a Delaware corporation.

**Section Two. Terms and Conditions.** On the Effective Date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and 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 Three. Conversion of Shares.** The manner and basis of converting the shares of the Absorbed Corporation into shares, rights, obligations and other securities of the Surviving Corporation is as follows:

All shares of the common stock of the Absorbed Corporation issued and outstanding on the Effective Date of the merger shall be cancelled. No additional shares of the Surviving Corporation shall be issued because the sole shareholder of the parent corporation of the Surviving Corporation is the same person as the sole shareholder of the Absorbed corporation.

**Section Four. Changes in Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date of the merger.

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Section Five. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date of the merger.

Section Six. 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 Seven. 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, and except that certain real property may be distributed to shareholders of the Surviving Corporation and the Absorbed Corporation respectively.

Section Eight. Approval by Stockholders and Directors. This Plan of Merger has been duly recommended, approved and adopted by all of the stockholders and directors of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings held by the stockholders and directors of each constituent corporation.

Section Nine. Effective Date of Merger. The Effective Date of this merger shall be the date these Articles of Merger are filed with the Florida Department of State.

Section Ten. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

2. As to each of the undersigned corporations, the number of shares outstanding and entitled to vote and the designation and number of shares of each class entitled to vote as a class, if any, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>
Sherrod Vans of Jacksonville, Inc.	100 shares
J.A.B. Inc.	1,000 shares

3. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, if any, the number of shares voted for and against the plan, respectively, are as follows:

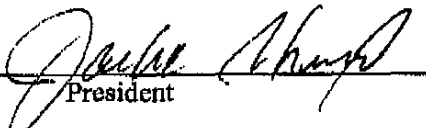
<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>
Sherrod Vans of Jacksonville, Inc.	100	- 0 -	100
J.A.B. Inc.	1,000	- 0 -	1,000

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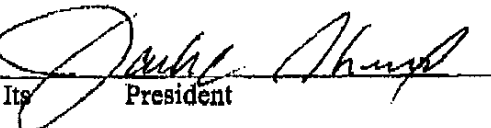
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IN WITNESS WHEREOF, the undersigned President of Sherrod Vans of Jacksonville, Inc. and President of J.A.B. Inc. have executed these Articles of Merger of J.A.B. Inc. into Sherrod Vans of Jacksonville, Inc. this 23rd day of February, 2007.

Sherrod Vans of Jacksonville, Inc.,  
a Delaware corporation

By:   
Its President  
"SURVIVING CORPORATION"

J.A.B. Inc.,  
a Florida corporation

By:   
Its President  
"ABSORBED CORPORATION"

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