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Merger

04/14/08--01024--001 **70.00

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2008 APR 14 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*For
4/14/08*

LAW OFFICES
BLACKBURN & COMPANY, L.C.

5150 BELFORT ROAD, SOUTH
BUILDING 500
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN
ROBERT L. JONES III

TELEPHONE: 904-296-7713
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April 10, 2008

Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger – Young American Homes, Inc. and
Young American Homes II, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Merger of Young American Homes, Inc. and Young American Homes II, Inc. Also enclosed is our check in the amount of \$70.00 in payment of the filing fee.

Please return a file stamped copy of the Articles of Merger to us at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,



Dennis L. Blackburn

DLB:rd
Enclosures
c: Mr. David Galione (w/o enclosures)

ARTICLES OF MERGER
OF
YOUNG AMERICAN HOMES, INC.
AND
YOUNG AMERICAN HOMES II, INC.

FILED
2008 APR 14 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is YOUNG AMERICAN HOMES, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The name of the merging corporation is YOUNG AMERICAN HOMES II, INC. which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV – EFFECTIVE DATE

The merger shall become effective on the date of filing of these Articles of Merger with the Florida Secretary of State.

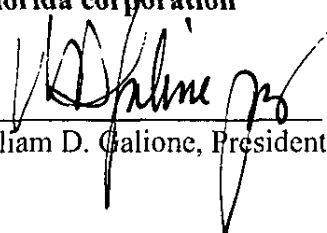
**ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION**

The Plan of Merger was adopted by the directors of the surviving corporation on April 7, 2008. and was adopted by the shareholders on April 7, 2008.

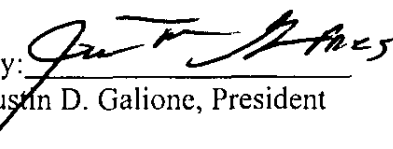
**ARTICLE VI – ADOPTION OF MERGER BY
MERGING CORPORATION**

The Plan of Merger was adopted by the shareholders of the merging corporation on April 7, 2008.

**YOUNG AMERICAN HOMES, INC.,
a Florida corporation**

By: 
William D. Galione, President

**YOUNG AMERICAN HOMES II, INC.,
a Florida corporation**

By: 
Justin D. Galione, President

**PLAN OF MERGER FOR
YOUNG AMERICAN HOMES, INC.
AND YOUNG AMERICAN HOMES II, INC.**

The following plan of merger is submitted in compliance with §607.1105, F.S.

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is YOUNG AMERICAN HOMES, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The name of the merging corporation is YOUNG AMERICAN HOMES II, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – TERMS OF MERGER

The merger shall be effective as of the date of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time"). At the Effective Time, YOUNG AMERICAN HOMES II, INC. ("YAH II") shall be merged with and into YOUNG AMERICAN HOMES, INC. ("YAH") with YAH being the surviving corporation. The separate corporate existence of YAH II shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of YAH II shall inure to YAH. The Bylaws of YAH in effect immediately prior to the merger shall become the Bylaws of the surviving company following the merger.

ARTICLE IV – CONVERSION OF SHARES

At the Effective Time, the shares shall be converted as follows:

- (a) Each share of YAH common stock issued and outstanding at the Effective Time shall remain outstanding.

(b). All shares of YAH II common stock (excluding treasury shares) issued and outstanding at the Effective Time shall cease to be outstanding and shall be converted into and exchanged for 92 shares of newly issued YAH common stock.

Executed this 7 day of April, 2008.

YOUNG AMERICAN HOMES, INC.,
a Florida corporation

By: William D. Galione
William D. Galione, President

YOUNG AMERICAN HOMES II, INC.,
a Florida corporation

By: Justin D. Galione
Justin D. Galione, President