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****202.50 *****77.50

December 12, 2000

Thomas E. Evans, Jr, General Partner
Oyster Bay Trading Co., Ltd
1816 Lynncrest Road
Lakeland, FL 33803

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: LLC Filing & Merger

Dear Madam:

Please set up Oyster Bay Trading Co., LLC as a Florida Liability Company effective January 1, 2001.

We would then like to merge Oyster Bay Trading Co., Ltd., a Florida Limited Partnership, into the newly created Oyster Bay Trading Co., LLC effective January 1, 2001.

Enclosed is our check for \$202.50 to pay for the new LLC and the merger.

Sincerely,



Thomas E. Evans, jr., Manager
Oyster Bay Trading Co., LLC



Thomas E. Evans, jr., General Partner
Oyster Bay Trading Co., Ltd.

FILED
00 DEC 26 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WLP

EFFECTIVE DATE
01/01/2001

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ARTICLES OF MERGER
Merger Sheet

MERGING:

OYSTER BAY TRADING CO., LTD. a Florida entity #A98000000623

into

OYSTER BAY TRADING CO, LLC, a Florida entity L01000000036

File date: December 26, 2000 , effective January 1, 2001

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s)
608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Oyster Bay Trading Co., Ltd</u> <u>1816 Lynncrest Road</u> <u>Lakeland, FL 33803</u>	<u>Florida</u>	<u>Limited Partnership</u>
<u>Florida Document Number</u>	<u>A98000000623</u>	
<u>FEI Number</u>	<u>59-3489847</u>	

<u>OYSTER BAY TRADING CO, LLC</u> <u>1816 Lynncrest Road</u> <u>Lakeland, FL 33803</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Florida Document Number</u>	<u>APPLIED FOR</u>	<u>LO1000000036</u>
<u>FEI Number</u>	<u>59-3489847</u>	

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TALLAHASSEE, FLORIDA

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>
<u>OYSTER BAY TRADING CO, LLC</u> <u>1816 Lynncrest Road</u> <u>Lakeland, FL 33803</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Florida Document Number</u>	<u>APPLIED FOR</u>	
<u>FEI Number</u>	<u>59-3489847</u>	



EFFECTIVE DATE

THIRD: The attached plan of Merger meets the requirements of sections(s) 608.438, and 620, Florida Statutes.

Forth: The merger shall become effective as of January 1, 2001.

Fifth: The articles of Merger comply and were executed in accordance with the laws of each parties applicable jurisdiction.

Sixth: Signatures for Each Party:

Name of Entity	Signature	Typed or Printed Name of Individual
<u>Oyster Bay Trading Co., Ltd.</u>		Thomas E. Evans, Jr. General Partner
<u>Oyster Bay Trading Co., LLC.</u>		Thomas E. Evans, Jr. Member/Manager

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TALLAHASSEE FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 608.4381, and 620.202, is being submitted in accordance with section(s) 608.438, and 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
<u>OYSTER BAY TRADING CO., LTD</u>	<u>FLORIDA</u>
<u>OYSTER BAY TRADING CO, LLC.</u>	<u>FLORIDA</u>

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
<u>OYSTER BAY TRADING CO, LLC</u>	<u>FLORIDA</u>

THIRD: The terms and conditions of the merger are as follows:

The partners of Oyster Bay Trading Co.,Ltd. have elected to change the conduct business from a Limited Partnership to a Limited Liability Company. Their intent is to transfer all assets, liabilities, and business interests currently owned by Oyster Bay Trading Co., Ltd to the new OYSTER BAY TRADING CO, LLC. Effective January 1, 2001. All profit sharing and capital interest in the new entity(OYSTER BAY TRADING CO, LLC) will be identical to that of the predecessor Oyster Bay Trading Co., Ltd

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FORTH: The manner and basis of converting the interest, shares, obligation or other securities of each merged party into the interest, shares, obligation or other securities of the survivor, in whole or part, into cash or other property are as follows:

1. The sole General partner of Oyster Bay Trading Co., Ltd, Thomas E. Evans, Jr, will exchange his 0.1% interest in the capital and earning of Oyster Bay Trading Co., Ltd for one membership unit of the newly created Oyster Bay Trading Co., LLC.
2. The sole Limited partner of Oyster Bay Trading Co., LTD, Retirement Account, Inc. FBO Danny Lee,. IRA will exchange their 99.9% interest in the capital and earning of Sonora Properties, LTD for 999 membership units of the newly created Oyster Bay Trading Co., LLC.
3. Thomas E. Evans, Jr will be the sole Manager of Oyster Bay Trading Co, LLC.
4. The assets owned by Oyster Bay Trading Co., Ltd are cash and securities in a brokerage account and tax certificates on Polk County, Florida Real Estate. All of these assets will be transferred to the survivor Limited Liability Company under operation of Law upon completion of this merger.
5. The Survivor Limited Liability Company will continue to used the Federal Tax Identification number of its predecessor.

Fifth: If a limited Liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the sole manager is as follows:

Thomas E. Evans, Jr, Manager
1816 Lynncrest Road
Lakeland, FL 33803

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TALLAHASSEE, FLORIDA