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Division of Corporations

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MERGER OR SHARE EXCHANGE

S&V VENTURES, LLC

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ARTICLES OF MERGER

(Limited Liability Company)

The following articles of merger are submitted in accordance with section(s) 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 the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
S & V REVERSE HOLDINGS, LLC 36468 Emerald Coast Pkwy, Suite 1101 Destin, FL 32541	Florida	Limited liability company

Florida Document/Registration Number: L04000077851 FBI Number: None/Not Applicable

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
S & V VENTURES, LLC 36468 Emerald Coast Pkwy, Suite 1101 Destin, FL 32541	Florida	limited liability company

Florida Document/Registration Number: L02000005996 FEI Number: 030437608

THIRD: The attached Plan of Merger meets the requirement of sections 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 entity(ies) that is/are party(ies) 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.

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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 a party to the merger the amount, if any, to which they are entitled under section(s) 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 of the surviving entity pursuant to section(s) 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 on the date the Articles of Merger are filed with the Florida Department of State.

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY.


Name of Entity

Signature(s), Printed Name & Title


S & V REVERSE HOLDINGS, LLC


Bradley T. Shoults, Manager

S&V VENTURES, LLC


Bradley T. Shoults, Managing Member


Kerry Yeach, Managing Member


Michael A. Shoults, Managing Member


Kevin Yeach, Managing Member

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
S & V REVERSE HOLDINGS, LLC	Florida

SECOND: The exact name and jurisdiction of each surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
S&V VENTURES, LLC	Florida

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

The merging entity will be statutorily merged into the surviving entity, and all of the assets of the merging entity shall become vested in the surviving entity. Being that the surviving entity is the sole member of the merging entity, the percentage interest that the individual members of the surviving entity currently hold shall not be effected by the merger.

FOURTH:

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

Being that the surviving entity is the sole member of the merging entity, the percentage interest that the individual members of the surviving entity currently hold, shall not be effected by the merger.

- B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interest, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Being that the surviving entity is the sole member of the merging entity, the rights to acquire an interest held by the individual members of the surviving entity shall not be altered or effected by the merger, and shall be as set forth under the operating agreement of the surviving entity.

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FIFTH: The surviving limited liability company's managers/managing members names and addresses are as follows:

<u>Name and Address</u>	<u>Title</u>
Bradley T. Shoults 36468 Emerald Coast Parkway, Ste. 1101 Destin, FL 32541	Managing Member
Kerry Veach 36468 Emerald Coast Parkway, Ste. 1101 Destin, FL 32541	Managing Member
Michael A. Shoults 36468 Emerald Coast Parkway, Ste. 1101 Destin, FL 32541	Managing Member
Kevin Veach 36468 Emerald Coast Parkway, Ste. 1101 Destin, FL 32541	Managing Member

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SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

(None)

SEVENTH: Other provisions, if any, relating to the merger:

(None)

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s), Printed Name & Title</u>
S & V REVERSE HOLDINGS, LLC	 Bradley T. Shoults, Manager
S&V VENTURES, LLC	 Bradley T. Shoults, Managing Member


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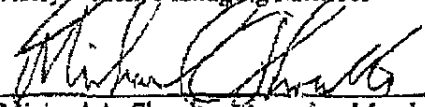
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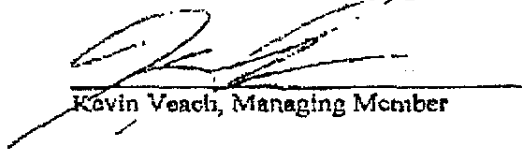
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Kerry Veatch, Managing Member


Michael A. Shoulis, Managing Member


Kevin Veatch, Managing Member

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