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FAX NO.

P. 01/06

Division of Corporations

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From:
Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP
Account Number : 071075000166
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

HARRY'S OF OCALA, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$87.50

ARTICLES OF MERGER
OF
HARRY'S OF OCALA, INC.
WITH AND INTO
HARRY'S OF OCALA, LLC

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2002 SEP 30 PM 4:22
DIANE L. HARRIS, CLERK
H02000204984
HALLANDALE BEACH, FLORIDA

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, 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>
Harry's of Ocala, Inc. 24 S.W. 1 st Avenue Ocala, Florida 34471	Florida	Corporation

Florida Document/
Registration Number: F95000025822 FEI Number: 593307783

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>
Harry's of Ocala, LLC 24 S.W. 1 st Avenue Ocala, Florida 34471	Florida	Limited Liability Company

Florida Document/Registration Number: L02000025195 FEI Number: N/A

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the operating agreement or articles of organization of the limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

HARRY'S OF OCALA, INC.,
a Florida corporation

By: 

Print: Louis Saiz

Its: President

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TALLAHASSEE, FLORIDA

HARRY'S OF OCALA, LLC,
a Florida limited liability company,
Surviving Entity

By: 

Print: Louis Saiz

Its: President

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**PLAN OF MERGER
BETWEEN
HARRY'S OF OCALA, INC.,
a Florida corporation,
AND
HARRY'S OF OCALA, LLC,
a Florida limited liability company**

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TALLAHASSEE, FLORIDA

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1103, 607.1108 and 608.4381, Florida Statutes, is being filed in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Harry's of Ocala, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Harry's of Ocala, LLC	Florida

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

- A. On the effective date of the merger, the separate existence of Harry's of Ocala, Inc. (the "Corporation") shall cease.
- B. The title to all real estate and other property, or any interest therein, owned by the Corporation is vested in Harry's of Ocala, LLC (the "LLC") without reversion or impairment. The LLC shall record a certified copy of the Articles of Merger in such counties in which the Corporation holds an interest in real property.
- C. The LLC shall thereafter be responsible and liable for all the liabilities and obligations of the Corporation, including liabilities arising out of the rights of dissenters with respect to such merger under Florida law.
- D. Any claim existing or action or proceeding pending by or against the Corporation may be continued as if the merger did not occur or the LLC may be substituted in the proceeding for the Corporation.
- E. Neither the rights of creditors nor any liens upon the property of the Corporation shall be impaired by such merger.

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TALLAHASSEE, FLORIDA

- F. The Articles of Organization of the LLC in effect immediately prior to the date on which the merger becomes effective shall continue to be the Articles of Organization of the LLC following the effective date of the merger.
- G. The Operating Agreement of the LLC in effect immediately prior to the date on which the merger becomes effective shall continue to be the Operating Agreement of the LLC following the effective date of the merger.
- H. The sole member and the officers of the LLC as of the effective date of the merger shall continue to be the sole member and officers of the LLC following the effective date of the merger.
- I. This Plan of Merger shall be submitted for the approval of the sole shareholder of the Corporation and the sole member of the LLC in the manner provided by the applicable laws of the State of Florida.
- J. The effective date of this merger shall be the date on which the Articles of Merger are filed with the Florida Department of State.
- K. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the effective date with respect to any of the terms contained herein. At any time prior to the effective date, this Plan of Merger may be terminated, and the merger may be abandoned by the Board of Directors of the Corporation or by the sole member of the LLC, or both, in their sole discretion and notwithstanding approval of this agreement by the sole shareholder of the Corporation or the sole member of the LLC.

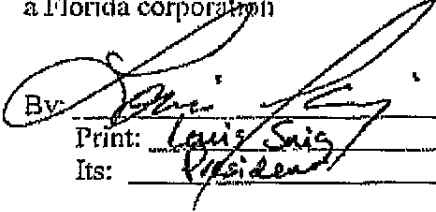
FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the surviving party, in whole or in part, into cash or other property are as follows:
 - 1. The shares of the Corporation's common stock which shall be outstanding immediately prior to the effective date shall at the effective date of the merger, by virtue of the merger and without any action on the part of any holder thereof, be deemed terminated.
 - 2. The stock transfer books of the Corporation shall be closed as of the close of business on the effective date of the merger, and no transfer of record of any of the Corporation's common stock shall take place thereafter.
 - 3. Any rights (if any) to acquire interests, shares, obligations or other securities of the Corporation as of the effective date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.

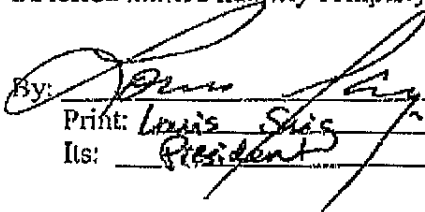
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FIFTH: The LLC is to be member-managed.

HARRY'S OF OCALA, INC.,
a Florida corporation

By: 
Print: Louis Sais
Its: President

HARRY'S OF OCALA, LLC,
a Florida limited liability company

By: 
Print: Louis Sais
Its: President

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