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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRUNINI

BRUNINI, GRANTHAM, GROWER & HEWES, PLLC

POST OFFICE DRAWER 119, JACKSON, MISSISSIPPI 39205

ATTORNEYS AT LAW

MELANIE A. ALLEN

Direct: 601.973.8738

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1400 Trustmark Building

248 East Capitol Street

Jackson, Mississippi 39201

Telephone: 601.948.3101

Facsimile: 601.960.6902

EDMUND L. BRUNINI
(1911-1992)

R. GORDON GRANTHAM
(1912-1986)

JOHN M. GROWER
GEORGE P. HEWES, III
Of Counsel

December 30, 2002

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

VIA FEDERAL EXPRESS

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TALLAHASSEE, FLORIDA

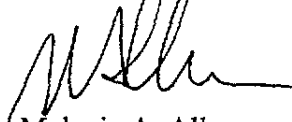
RE: Articles of Incorporation

Dear Sir or Madam:

Enclosed you will find our check in the amount of \$50.00 along with an original and copy of the executed Articles of Merger (with attached Plan of Merger) for Seven Sisters, LLC. As this is the end of the year, I would appreciate it if you could call either me or Walter Weems (the attorney in the firm handling this matter) if there are any problems with filing this document.

Sincerely,

Brunini, Grantham, Grower & Hewes, PLLC



Melanie A. Allen
Legal Assistant

BRUNINI

BRUNINI, GRANTHAM, GROWER & HEWES, PLLC

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EDMUND L. BRUNINI
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GEORGE P. HEWES, III
Of Counsel

January 17, 2003

Florida Secretary of State
Division of Corporations
Attn: Diane Cushing
P.O. Box 6327
Tallahassee, FL 32314

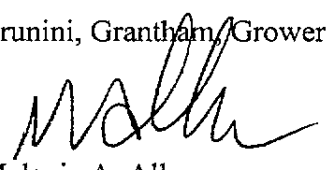
RE: Seven Sisters, LLC
Ref. Number L02000027186

Dear Ms. Cushing:

As per your letter (copy enclosed), we have made the required corrections and are resubmitting an original and copy of the Articles of Merger with attached Plan of Merger regarding the above referenced company. I would appreciate it if you could have this filed with the date of December 31, 2002 and return a copy to me. If there are any problems with this filing, please call me or Walter Weems (the attorney handling this matter) at your earliest convenience.

Sincerely,

Brunini, Grantham, Grower & Hewes, PLLC



Melanie A. Allen
Legal Assistant



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

January 3, 2003

MELANIE A. ALLEN
BRUNINI GRANTHAM GROWER & HEWES, PLLC
P.O. DRAWER 119
JACKSON, MI 39505

SUBJECT: SEVEN SISTERS, LLC
Ref. Number: L02000027186

We have received your document for SEVEN SISTERS, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must reflect that the surviving entity 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.

The articles of merger must reflect that 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.

If you need this filed with the date of 12/31/2002 please advise me when you return the document and I can file it with that date. If you don't let me know it will be filed as of the date that it is returned.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 003A00000276

ARTICLES OF MERGER
Merger Sheet

MERGING:

SEVEN SISTERS, LLC, A FLORIDA LIMITED LIABILITY COMPANY
(L02000027186)

INTO

SEVEN SISTERS, LLC, entity not qualified in Florida.

File date: December 31, 2002

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, and Section 79-29-209 of the Mississippi Limited Liability Company Act, these Articles of Merger are entered into and adopted by and between **SEVEN SISTERS, LLC**, a Florida limited liability company, and **SEVEN SISTERS, LLC**, a Mississippi limited liability company, for the purpose of merging them into one of such limited liability companies.

1. The undersigned limited liability companies, being validly and legally formed under the laws of the State of Florida and the State of Mississippi, have adopted the attached Plan of Merger.

2. The name of the surviving limited liability company is **SEVEN SISTERS, LLC**, a Mississippi limited liability company, whose principal office address is 1250 Shadow Wood Drive, Brandon, MS 39042.

3. The Plan of Merger of the undersigned limited liability companies was adopted pursuant to Sections 608.438 and 608.4381 of the Florida Limited Liability Company Act and Section 79-29-209 of the Mississippi Limited Liability Company Act.

4. The Plan of Merger was adopted on the 11th day of December, 2002, by unanimous action of the manager and sole member of **SEVEN SISTERS, LLC**, a Mississippi limited liability company.

5. The Plan of Merger was adopted on the 11th day of December, 2002, by unanimous action of the sole member of **SEVEN SISTERS, LLC**, a Florida limited liability company,

6. **SEVEN SISTERS, LLC**, a Mississippi limited liability company and the surviving company, 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 the rights of dissenting members of each limited liability company that is a party to the merger.

7. **SEVEN SISTERS, LLC**, a Mississippi limited liability company and the surviving company, agrees to promptly pay to the dissenting members of each 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.

DATED on the dates set forth below.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SEVEN SISTERS, LLC, a Florida
Limited Liability Company**

By: Beverly M. Shelton

Beverly M. Shelton, Sole Member

Date: December 11, 2002

**SEVEN SISTERS, LLC, a Mississippi
Limited Liability Company**

By: Beverly M. Shelton

Beverly M. Shelton, Manager and Sole Member

Date: December 11, 2002

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between **SEVEN SISTERS, LLC**, a Florida limited liability company (hereinafter "Florida LLC"), and **SEVEN SISTERS, LLC**, a Mississippi limited liability company, (hereinafter "Mississippi LLC").

STIPULATIONS

A. Florida LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 4761 Ocean Boulevard, Destin, Florida 32541.

B. Florida LLC has a single member, Beverly M. Shelton, who owns all of the issued and outstanding membership interests in Florida LLC.

C. Mississippi LLC is a limited liability company organized and existing under the laws of the State of Mississippi with its principal office at 1250 Shadow Wood Drive, Brandon, Mississippi 39047.

D. Mississippi LLC has a single member, Beverly M. Shelton ("Shelton"), who owns all of the issued and outstanding membership interests in Mississippi LLC and who is the manager of Mississippi LLC.

E. The sole member of both constituent limited liability companies and the manager of Mississippi LLC deem it desirable and in the best business interests of the limited liability companies that Florida LLC be merged into Mississippi LLC, pursuant to the provisions of Sections 608.438 et seq. of the Florida Limited Liability Company Act and Section 79-29-209 of the Mississippi Limited Liability Company Act.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent limited liability companies agree as follows:

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TALLAHASSEE, FLORIDA

Section 1. Merger. Florida LLC shall merge with and into Mississippi LLC and Mississippi LLC shall be the surviving company.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of Florida LLC shall cease, and Mississippi LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of Florida LLC without the necessity for any separate transfer. Mississippi LLC shall thereafter be responsible and liable for all liabilities and obligations of Florida LLC and neither the rights of creditors nor any liens on the property of Florida LLC shall be impaired by the merger.

Section 3. Conversion of Membership Interests. The manner and basis of converting the membership interests of Florida LLC into shares, rights, obligations, and other securities of Mississippi LLC shall be done in the following manner:

- a. Shelton is the owner of all of the issued and outstanding membership interests of Florida LLC and all of the issued and outstanding membership interests of Mississippi LLC.
- b. Shelton shall surrender to the duly appointed agent of Florida LLC all membership interests of Florida LLC and Shelton will continue as the sole member of Mississippi LLC.

Section 4. Changes in Articles of Organization. The Articles of Organization of Mississippi LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section 5. Changes in Operating Agreement. The operating agreement of Mississippi LLC shall continue to be its operating agreement following the effective date of the merger.

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TALLAHASSEE, FLORIDA

Section 6. Management. As of the effective date of the merger, Mississippi LLC shall continue to be managed by its manager and sole member, whose name and address are as follows:

Beverly M. Shelton
1250 Shadow Wood Drive
Brandon, Mississippi 39047.

Section 7. Approval by Sole Members. This Plan of Merger shall be submitted for the approval of the sole members of the constituent limited liability companies in the manner provided by the applicable laws of the State of Florida and the State of Mississippi.

Section 8. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

DATED on the dates set forth below.

**SEVEN SISTERS, LLC, a Florida
Limited Liability Company**

By: Beverly M. Shelton
Beverly M. Shelton, Sole Member

Date: December 11, 2002

**SEVEN SISTERS, LLC, a Mississippi
Limited Liability Company**

By: Beverly M. Shelton
Beverly M. Shelton, Manager and Sole Member

Date: December 11, 2002