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MERGER OR SHARE EXCHANGE

J & H INVESTMENTS OF CLERMONT, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$87.50

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ARTICLES OF MERGER
Merger Sheet

MERGING:

J & H INVESTMENTS OF CLERMONT, INC., A FLORIDA CORPORATION
(P98000007089)

,

into

J & H INVESTMENTS OF CLERMONT, LLC, a Florida limited liability company
L03000004040

File date: February 4, 2003

Corporate Specialist: Diane Cushing

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**ARTICLES OF MERGER OF
J & H INVESTMENTS OF CLERMONT, INC. PA98 - 7089
WITH AND INTO
J & H INVESTMENTS OF CLERMONT, LLC L03 - 4040**

Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned entities hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of J & H Investments of Clermont, Inc., a Florida corporation (the "Corporation"), with and into J & H Investments of Clermont, LLC, a Florida limited liability company established as a corporation for federal tax purposes (the "LLC"), with the LLC being the surviving entity, is set forth below:

1. The Corporation shall merge with and into the LLC, with the LLC as the surviving entity.

2. Upon the consummation of the merger of the Corporation with and into the LLC, the separate existence of Corporation shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger. The LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Corporation, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Corporation or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Corporation.

3. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:

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a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of \$1.00 par value common stock of Corporation, issued and outstanding shall be converted into a one percent (1%) membership interest of the LLC. The total consideration that the shareholders of Corporation shall receive for the one hundred (100) shares of outstanding \$1.00 par value common stock of Corporation shall be one hundred percent (100%) of all membership interest of the LLC.

4. Management of the LLC shall be vested in the Members, whose business address is 11401 Jardim Orlando Court, Clermont, Florida 34711.

5. The Articles of Organization of the LLC in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of the LLC.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the Corporation in accordance with Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 4 day of February, 2003.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 4 day of February, 2003.

J & H INVESTMENTS OF CLERMONT,
INC.

By: Joseph Matella
Joseph Matella, President

J & H INVESTMENTS OF CLERMONT,
LLC

By: Joseph Matella
Joseph Matella, Member