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Division of Corporations

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MERGER OR SHARE EXCHANGE

Vilano Vision Partnership, LLC

Certificate of Status	0
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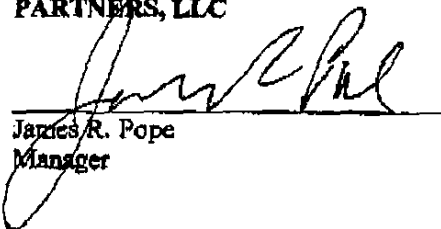
ARTICLES OF MERGER
of
VILANO INVESTMENT PARTNERS, LLC
(a Florida limited liability company)
with and into
VILANO VISION PARTNERSHIP, LLC
(a Florida not for profit corporation)

Pursuant to Section 608.438 of the Florida Limited Liability Company Act, **VILANO INVESTMENT PARTNERS, LLC**, a Florida limited liability company ("Vilano Investment"), and **VILANO VISION PARTNERSHIP, LLC**, a Florida limited liability company ("Vilano Vision"), hereby submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of Vilano Investment with and into Vilano Vision is attached to these Articles of Merger as Exhibit "A" and is specifically incorporated herein by this reference.
2. The effective date of the merger shall be December 31, 2007.
3. The Plan was approved by Vilano Investment in accordance with the applicable provisions of the Florida Limited Liability Company Act. **L03000028587**
4. The Plan was approved by Vilano Vision, in accordance with the applicable provisions of the Florida Limited Liability Company Act. **L03000029227**

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names this 31st day of December, 2007.

**VILANO INVESTMENT
PARTNERS, LLC**


James R. Pope
Manager

**VILANO VISION
PARTNERSHIP, LLC**


James R. Pope
Manager

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AGREEMENT AND PLAN OF MERGER

of

VILANO INVESTMENT PARTNERS, LLC
(a Florida Limited Liability Company)

with and into

VILANO VISION PARTNERSHIP, LLC
(a Florida Limited Liability Company)

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THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 31st day of December 2007, between **VILANO INVESTMENT PARTNERS, LLC**, a Florida limited liability company ("Vilano Investment") and **VILANO VISION PARTNERSHIP, LLC**, a Florida limited liability company ("Vilano Vision") (Vilano Investment and Vilano Vision are hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, Vilano Investment is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1352 West Beaver Street, Jacksonville, Florida 32209;

WHEREAS, Vilano Vision is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1352 West Beaver Street, Jacksonville, Florida 32209; and

WHEREAS, all of the respective members of each of the Constituent Entities have deemed it advisable to merge Vilano Investment with and into Vilano Vision (the "Merger"), and have unanimously approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Entities have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

On the Effective Date, as defined in Article VII below, the Merger shall become effective, at which time the separate existence of Vilano Investment shall cease and Vilano Investment shall be merged, pursuant to Florida law, with and into Vilano Vision, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

ARTICLE II

The Surviving Entity shall be governed by the laws of the State of Florida.

ARTICLE III

On the effective date of the Merger, the separate existence of Vilano Investment shall cease, and Vilano Vision, as the Surviving Entity, shall succeed to all of the rights,

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privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of each of the Vilano Investment, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of each of the Vilano Investment, if any, and neither the rights of creditors nor any liens on the property of the absorbed entity shall be impaired by the Merger.

ARTICLE IV

The current Articles of Organization of the Surviving Entity shall continue to be its Articles of Organization following the effective date of the merger. The Operating Agreement of the Surviving Entity shall continue to be its Operating Agreement following the effective date of the merger.

ARTICLE V

The current managers of the Surviving Entity shall continue to be the managers of the Surviving Entity for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

ARTICLE VI

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. Anything

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privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of each of the Vilano Investment, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of each of the Vilano Investment, if any, and neither the rights of creditors nor any liens on the property of the absorbed entity shall be impaired by the Merger.

ARTICLE IV

The current Articles of Organization of the Surviving Entity shall continue to be its Articles of Organization following the effective date of the merger. The Operating Agreement of the Surviving Entity shall continue to be its Operating Agreement following the effective date of the merger.

ARTICLE V

The current managers of the Surviving Entity shall continue to be the managers of the Surviving Entity for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

ARTICLE VI

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective board of directors at any time prior to the Effective Date of the Merger.

ARTICLE VII

The effective date of this merger shall be December 31, 2007.

ARTICLE VIII

The membership interests in the Surviving Entity shall be recapitalized to be held by the members as follows:

	<u>Units</u>	<u>Percentage Interest</u>
James R. Pope	400	40%
Tammy Wainright	350	35%
Vivian Browning	<u>250</u>	<u>25%</u>
Total:	1,000	100%

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ARTICLE IX

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

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IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized officers as of the date first above written.

VILANO INVESTMENT
PARTNERS, LLC

James R. Pope
Manager

VILANO VISION
PARTNERSHIP, LLC

James R. Pope
Manager

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