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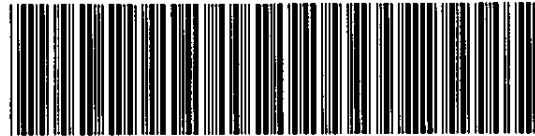
(Business Entity Name)

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B. KOHR

DEC 30 2009

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LAKE VAN NURSERY LLC

Signature _____

Requested by: SETH

Name _____

12/30/09

Date _____

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____ Certificate of Fictitious Name _____
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____ Courier _____

**Certificate of Merger
for
Florida Limited Liability Company**

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This Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes

First: The exact name, entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lake Van Nursery, LLC	Florida	limited liability company
Citrus & Cattle Company, LLC	Florida	limited liability company

Second: The exact name, entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Citrus & Cattle Company, LLC	Florida	limited liability company

Third: The attached plan of merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608 Florida Statutes.

Fourth: The effective date of the merger will be the date the document is filed by the Florida Department of State.

Signed this 23 day of November 2009.

Lake Van Nursery, LLC

By: Vince To

Vince To, Manager

Citrus & Cattle Company, LLC

By: Vince To

Vince To, Manager

PLAN OF MERGER

Plan of merger dated August 20, 2009, between CITRUS & CATTLE COMPANY, LLC, hereinafter referred to as the "surviving company," and LAKE VAN NURSERY, LLC, hereinafter referred to as the "absorbed company."

WHEREAS, CITRUS & CATTLE COMPANY, LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1052 U.S. HIGHWAY 92 WEST, AUBURNDALE, FL 33823 and

WHEREAS, CITRUS & CATTLE COMPANY, LLC has a capitalization of one hundred membership interests (100) representing all of the membership interests in the company; and

WHEREAS, LAKE VAN NURSERY, LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 1052 U.S. HIGHWAY 92 WEST, AUBURNDALE, FL 33823; and

WHEREAS, LAKE VAN NURSERY, LLC has a capitalization of one hundred membership interests (100) representing all of the membership interests in the company; and

WHEREAS, The managers of the constituent companies deem it desirable and in the best business interests of the companies and their members that LAKE VAN NURSERY, LLC be merged into CITRUS & CATTLE COMPANY, LLC pursuant to the provisions of Sections 608.438 et seq. of the Florida Limited Liability Company Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent companies agree as follows:

1. **Merger.** LAKE VAN NURSERY, LLC shall merge with and into CITRUS & CATTLE COMPANY, LLC, which shall be the surviving company.

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

Plan of Merger of Lake Van Nursery, LLC into Citrus & Cattle Company, LLC

3. Conversion of Shares. The manner and basis of converting the membership interests of the absorbed company into membership interests of the surviving company is as follows:

(a) Each 10% membership interest of LAKE VAN NURSERY, LLC on the effective date of the merger shall be converted into a one percent membership interest of CITRUS & CATTLE COMPANY, LLC. However, in no event shall fractional interests of the surviving company be issued.

(b) The conversion shall be effected as follows: After the effective date of the merger, each member in the surviving company shall retain their membership interests in the same proportion as they did prior to the merger.

4. Changes in Articles of Organization. The articles of organization of the surviving company shall continue to be its articles of organization following the effective date of the merger.

5. Changes in the Operating Agreement. The Operating Agreement of the surviving company shall continue to be its Operating Agreement following the effective date of the merger.

6. Manager. The manager of the surviving company on the effective date of the merger shall continue as the directors and officers of the surviving company for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Approval by Members. This plan of merger shall be submitted for the approval of the members of the constituent companies in the manner provided by the operating agreements of the companies and applicable laws of the State of Florida at meetings to be held on or before September 1, 2009 or at such other time as to which the managers of the constituent companies may agree.

8. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

9. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by the pursuant to the authorization of their respective managers on the date first above written.

CITRUS & CATTLE COMPANY, LLC

By: Vince K. E.

Manager

LAKE VAN NURSERY, LLC

By: Vince K. E.

Manager

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on August 20, 2009, by Vince To as Manager of Citrus & Cattle Company, LLC and Lake Van Nursery, LLC.

[Signature]

Notary Public--State of Florida

Print Notary Name: _____

My Commission Number is: _____

My Commission Expires: _____

Personally Known ✓

Produced Identification _____

Type of Identification _____



Plan of Merger of Lake Van Nursery, LLC into Citrus & Cattle Company, LLC