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Sent by: FISHER, TOUS
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From: Account Name : FISHER, TOUSNY, LEW & BALD
Account Number : 119990006001
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MERGER OR SHARE EXCHANGE
PROPERTY ACQUISITIONS, LLC

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| Certificate of Status | 0 |
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[Signature]

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**ARTICLES AND PLAN OF MERGER
 BY AND BETWEEN
 PROPERTY ACQUISITIONS, INC. AND
 PROPERTY ACQUISITIONS, LLC,
 WITH
 PROPERTY ACQUISITIONS, LLC
 AS THE SURVIVING ENTITY**

802-111951
 603-433604

THESE ARTICLES AND PLAN OF MERGER (hereinafter this "Agreement") are made and entered into this 28 day of June, 2004, by and between PROPERTY ACQUISITIONS, INC., a Florida corporation, and PROPERTY ACQUISITIONS, LLC, a Florida limited liability company, with their principal offices located at 1604 Stockton Street, Jacksonville, Florida 32204. In this Agreement, Property Acquisitions, Inc. and Property Acquisitions, LLC are sometimes collectively referred to as the "Constituent Entities" and individually as a "Constituent Entity." Property Acquisitions, Inc., may also be referred to as the "Disappearing Entity." and Property Acquisitions, LLC, may be referred to as the "Surviving Entity."

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Entities deem it advisable and generally for the welfare of the Constituent Entities that the Disappearing Entity be merged with and into the Surviving Entity, as authorized by Florida Statutes, all pursuant to the terms and conditions set forth in this Agreement (the "Merger").

NOW, THEREFORE, the Constituent Entities, in consideration of the mutual covenants, agreements and provisions contained below, have agreed to merge the Disappearing Entity into the Surviving Entity, pursuant to the laws of the State of Florida and do hereby agree upon and prescribe the terms and conditions of the Merger in the following Articles and Plan of Merger:

ARTICLE I
Constituent Entities

The Constituent Entities are:

(a) PROPERTY ACQUISITIONS, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation which were filed with the Department of State of the State of Florida on October 17, 2002, which has an authorized capitalization consisting of 10,000 shares of common stock, with a par value of \$.10 per share, of which 10,000 shares are presently issued and outstanding, which shall be the Disappearing Entity.

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(b) PROPERTY ACQUISITIONS, L.L.C. a limited liability company duly organized and validly existing under the laws of the State of Florida, by its Articles of Organization which were filed with the Department of State of the State of Florida, on November 7, 2003 under the name "Monticello Tax Properties, LLC," which is a manager-managed company having one member and one manager.

ARTICLE II
Merger

On the effective date of the Merger, the Disappearing Entity shall be merged with and into Property Acquisitions, L.L.C. Upon the approval of this Agreement by the Secretary of State of the State of Florida, and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective, and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of July 1, 2004 (the "Effective Date"). Property Acquisitions, LLC shall be the Surviving Entity in the Merger.

ARTICLE III
Articles of Organization

The Articles of Organization of the Surviving Entity as in effect immediately prior to the effective date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity after the Merger.

ARTICLE IV
Terms and Conditions

Additional terms and conditions of the Merger are as follows:

(a) The Operating Agreement of the Surviving Entity in effect on the Effective Date of the Merger shall continue to be the Operating Agreement of the Surviving Entity.

(b) The sole member of the Surviving Entity after the Merger, who shall remain as the sole member of the Surviving Entity is:

The Monticello Companies, Inc.

(c) The Manager of the Surviving Entity after the Merger, who shall remain as the Manager of the Surviving Entity is:

Henry E. Dean, III

(d) The principal office of the Surviving Entity shall be 1604 Stockton Street, Jacksonville, Florida 32204. The name and address of the Registered Agent shall be:

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII
Compliance With Legal Requirements

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused these Articles and Plan of Merger to be executed on their behalf by their authorized agents, adopted this 28 day of June, 2004, effective the 1 day of July, 2004.

CORPORATE SEAL

PROPERTY ACQUISITIONS, INC.

ATTEST:

By: N. B. Corbin, Jr.
N. B. Corbin, Jr., President

Henry E. Dean, III
Henry E. Dean, III, Secretary

PROPERTY ACQUISITIONS, LLC

By: Henry E. Dean, III
Henry E. Dean, III, Manager

STATE OF FLORIDA
COUNTY OF DUVAL

The undersigned Notary Public does hereby certify that on June 28, 2004, personally appeared before me N. B. Corbin, Jr. who, being by me first duly sworn, declared that he is the President of PROPERTY ACQUISITIONS, INC., a Florida corporation, that he signed the foregoing document as President and on behalf of the corporation, and that the statements therein contained are true.

(Notary Seal or Stamp)



Mary A. Robison
MY COMMISSION # CC916758 EXPIRES
DATE 07/01/2004
NOTARY PUBLIC STATE OF FLORIDA

Mary A. Robison
Notary Public
My commission expires 07/01/2004
Commission Number CC916758

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STATE OF FLORIDA
COUNTY OF DUVAL

The undersigned Notary Public does hereby certify that on June 28, 2004, personally appeared before me Henry E. Dean, III who, being by me first duly sworn, declared that he is the Manager of PROPERTY ACQUISITIONS, LLC, a Florida limited liability company, that he signed the foregoing document as the Manager and on behalf of the company, and that the statements therein contained are true.

(Notary Seal or Stamp)



Mary A. Robison
MY COMMISSION # CC944758 EXPIRES
October 6, 2004
BONDED THROUGH FARM INSURANCE INC

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Mary A. Robison
Notary Public
My commission expires October 6, 2004
Commission Number CC944758

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TALLAHASSEE, FLORIDA

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