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MERGER OR SHARE EXCHANGE

N & J HOPE FAMILY, LLC

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ARTICLES OF MERGER

These Articles of Merger are intended to comply with the provisions of Florida Statutes Chapter 608.

NORWOOD W. HOPE, as the Manager of and on behalf of N & J HOPE FAMILY, LLC, a Florida limited liability company, and NORWOOD W. HOPE, as the Manager of and on behalf of N. HOPE FAMILY, LLC, hereby states that:

1. N & J HOPE FAMILY, LLC, a Florida limited liability company, whose address is 11820 Turkey Creek Blvd., Alachua, FL 32615, and N. HOPE FAMILY, LLC, a Florida limited liability company, whose address is 11820 Turkey Creek Blvd., Alachua, FL 32615, intend to merge. N & J HOPE FAMILY, LLC shall be the survivor.

2. Said LLC's are all of the constituent entities. A Plan of Merger has been adopted by the unanimous written consent of each of the owners and the sole Manager of each of each of the constituent entities in accordance with the applicable provisions of Chapter 608, F.S. A copy of the entire Plan of Merger is attached hereto as Exhibit A. The Plan of Merger is incorporated herein by reference.

3. The effective date of the merger shall be January 1, 2004.

N & J HOPE FAMILY, LLC

by: Norwood W. Hope
NORWOOD W. HOPE, Manager

N. HOPE FAMILY, LLC

by: Norwood W. Hope
NORWOOD W. HOPE, Manager

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**EXHIBIT A
PLAN OF MERGER**

This Plan of Merger is intended to comply with the provisions of Florida Statutes Chapter 608.

1. N & J HOPE FAMILY, LLC, a limited liability company organized in Florida, whose address is 11820 Turkey Creek Blvd., Alachua, FL 32615 and N. HOPE FAMILY, LLC, a Florida limited liability company, whose address is 11820 Turkey Creek Blvd., Alachua, FL 32615, intend to merge.

2. N & J HOPE FAMILY, LLC shall be the survivor. 30-0247471

3. The merger shall take place on ~~January 13, 2004~~ *upon filing*.

4. Since the membership interests in each entity are held by the same members in the same proportions, as a result of the merger, the manner and basis of converting membership interests of N. HOPE FAMILY, LLC into membership interests of the surviving entity shall simply be that the membership interests of N. HOPE FAMILY, LLC shall cease to exist. There are no outstanding rights to acquire membership interests.

5. NORWOOD W. HOPE is the sole Manager of the surviving entity. His business address is 11820 Turkey Creek Blvd., Alachua, FL 32615.

6. This merger is permitted by the laws of Florida. All statements required by the laws of Florida to be set forth in the Plan of Merger have been so set forth.

This Plan of Merger is hereby approved and adopted by the Members and the sole Manager of each of the entities involved on January __, 2003.

Norwood W. Hope
NORWOOD W. HOPE, as Manager of and behalf of N. HOPE FAMILY, LLC, as Manager of and on behalf of N & J HOPE FAMILY, LLC and as Trustee of Jayne F. Hope Bypass Trust, as Trustee of the Jayne F. Hope Trust, and as Trustee of the Hope Children's Trust

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