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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
NATIONAL ASSET RECOVERY SYSTEMS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$119.46

\$80.00

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
National Mobile Homes Sales, LLC	State of Delaware	Limited Liability Company

#M03000001121

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
National Asset Recovery Systems, LLC	State of Florida	Limited Liability Company

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THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:



Street address: 6388 10th Avenue North
Suite C
Lake Worth, FL 33463

Mailing address: Same as above

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43593, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
National Asset Recovery Systems, LLC		W. David Temel
National Mobile Homes Sales, LLC		W. David Temel

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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**AGREEMENT
AND
PLAN OF MERGER
OF
NATIONAL ASSET RECOVERY SYSTEMS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
AND
NATIONAL MOBILE HOMES SALES, LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

THIS AGREEMENT AND PLAN OF MERGER, dated as of July 1st 2006 (this "Agreement"), is between National Asset Recovery Systems, LLC, a Florida limited liability company ("Surviving Company"), and National Mobile Homes Sales, LLC, a Delaware limited liability company ("Disappearing Company"), which limited liability companies sometimes are referred to herein as the "Constituent Companies."

RECITALS

A. Surviving Company is a company duly organized and existing under the laws of the State of Florida.

B. Disappearing Company is a company duly organized and existing under the laws of the State of Delaware.

C. The Board of Directors of Disappearing Company and the Managers of Surviving Company have determined that, it is advisable and in the best interests of Disappearing Company and its interest holders that Disappearing Company merge with and into Surviving Company upon the terms and conditions herein provided.

D. The Managers of Surviving Company and the Board of Directors of Disappearing Company have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective members and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Surviving Company and Disappearing Company hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

**I.
MERGER**

1.1 **Merger.** In accordance with the provisions of this Agreement, the Florida Limited Liability Company Law and the Delaware General Corporation Law, Disappearing Company shall be merged with and into Surviving Company (the "Merger"), the separate existence of Disappearing Company shall cease and Surviving Company survive and the name of the Surviving Company shall be "National Asset Recovery Systems, LLC."

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions have been completed:

(a) This Agreement has been adopted and approved by the members of each Constituent Company in accordance with the requirements of the Florida Limited Liability Company Law and the Delaware General Corporation Law;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement have been satisfied or duly waived by the party entitled to satisfaction hereof;

(c) An executed Certificate of Merger meeting the requirements of the Florida Limited Liability Company Law has been filed with the Secretary of State of the State of Florida; and

(d) An executed Certificate of Merger meeting the requirements of the Delaware General Corporation Law has been filed with the Secretary of State of the State of Delaware.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Disappearing Company shall cease and Surviving Company, as the Surviving Company, shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately before the Effective Date of the Merger; (ii) be subject to all actions previously taken by its and Disappearing Company's Board of Directors; (iii) succeed, without other transfer, to all of the assets, rights, powers and property of Disappearing Company in the manner more fully set forth in Section 608.438 of the Florida Limited Liability Company Law; (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately before the Effective Date of the Merger; and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of Disappearing Company in the same manner as if Surviving Company had itself incurred them, all as more fully provided under the applicable provisions of the Florida Limited Liability Company Law and the Delaware General Corporation Law.

II

ORGANIZATIONAL DOCUMENTS

2.1 Articles of Organization. The Articles of Organization of Surviving Company as in effect immediately before the Effective Date of the Merger shall continue in full force and effect as the Articles of Organization of the Surviving Company until duly amended in accordance with the provisions thereof and applicable law.

2.2 Operating Agreement. The Operating Agreement of Surviving Company as in effect immediately before the Effective Date of the Merger shall be duly amended in accordance with the provisions thereof and applicable law upon the Effective Date of Merger and the duly Amended and Restated Operating Agreement of Surviving

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Company shall be in full force and effect as the Amended and Restated Operating Agreement of the Surviving Company.

III.

MANNER OF CONVERSION OF INTERESTS

3.1 Conversion of Interests. Upon the Effective Date of the Merger, the membership interests of Disappearing Company shall by virtue of the Merger and without any action by the Constituent Companies be converted into and exchanged for 93.66% of the outstanding membership interests of the Surviving Company as of immediately after the Merger (representing a relative pre-Merger allocation of value of \$250,000 to the Surviving Company and \$3,694,170 to the Disappearing Company). Such membership interests shall be shared pro-rata among the members of the Surviving Company who became members as a result of the Merger.

IV.

GENERAL

4.1 Covenants of Surviving Company. Surviving Company covenants and agrees that it will, on or before the Effective Date of the Merger take such other actions as may be required by the Florida Limited Liability Company Law.

4.2 Further Assurances. From time to time, as and when required by Surviving Company or by its successors or assigns, there shall be executed and delivered on behalf of Disappearing Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Disappearing Company and otherwise to carry out the purposes of this Agreement, and the officers and managers of Surviving Company are fully authorized in the name and on behalf of Disappearing Company or otherwise to take all such actions and to execute and deliver all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors or the Managers, as applicable, of either Disappearing Company or of Surviving Company, or of both, notwithstanding the approval of this Agreement by the members of Disappearing Company or by the Surviving Company, or by both.

4.4 Amendment. The Managers or the Board of Directors, as applicable, of the Constituent Companies may amend this Agreement at any time before the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Florida, provided that an amendment made after the adoption of this Agreement by the members of either Constituent Company shall not: (i) alter or change the amount or kind of units, securities, cash, property or rights to be received in exchange for or on

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conversion of all or any of the units of any class or series thereof of such Constituent Company; (ii) alter or change any term of the Articles of Organization of the Surviving Company to be effected by the Merger; or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would affect adversely the holders of any class or series of capital interest of any Constituent Company.

4.5 Registered Office. The registered office of the Surviving Company in the State of Florida is located at 6383 10th Avenue N., Suite C, Lake Worth, Florida 33463 and W. David Temel is the registered agent of the Surviving Company at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Company at 6383 10th Avenue N., Suite C, Lake Worth, Florida 33463, and, upon request and without cost, copies thereof will be furnished to any interest holder of either Constituent Company.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the Merger provisions of the Delaware General Corporation Law.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of facsimile counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[signature page follows]

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IN WITNESS WHEREOF, this Agreement having first been approved by resolutions of the Managers of Surviving Company and the Board of Directors of Disappearing Company is hereby executed on behalf of each of such two companies and attested by their respective officers thereunto duly authorized.

National Asset Recovery Systems, LLC
a Florida limited liability company


W. David Temel, Managing Director

National Mobile Homes Sales, LLC
a Delaware limited liability company


W. David Temel, Director

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