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CAPITAL CONNECTION, INC.

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Rep of Florida, LLC

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ARTICLES OF MERGER

PURSUANT TO THE PROVISIONS of Sections 608.4382, *Florida Statutes*, these Articles of Merger are entered into and adopted by and between PEP OF FLORIDA, L.L.C., a Florida limited liability company, and POOLE ELZEY LOUISIANA, L.L.C., a Louisiana limited liability company", for the purpose of merging them into one of such entities.

1. PEP OF FLORIDA, L.L.C. and POOLE ELZEY LOUISIANA, L.L.C. have adopted the attached Plan of Merger. ^{L05-28645}

2. After the merger, the name of the surviving entity is PEP OF FLORIDA, L.L.C., and the surviving entity is a Florida limited liability company.

3. The Plan of Merger was adopted by PEP OF FLORIDA L.L.C. and POOLE ELZEY LOUISIANA, L.L.C. pursuant to Section 608.4381, *Florida Statutes*, the applicable laws of the State of Louisiana, and in accordance with the Operating Agreements for PEP OF FLORIDA, L.L.C. and POOLE ELZEY LOUISIANA, L.L.C.

4. The Plan of Merger was adopted on the 1st day of March, 2006, by action of the members of PEP OF FLORIDA, L.L.C.

5. The Plan of Merger was adopted on the 1st day of March, 2006, by action of the members of POOLE ELZEY LOUISIANA, L.L.C.

6. The Plan of Merger is effective for accounting purposes and all other purposes on April 1, 2006.

Dated on the dates set forth below.

PEP OF FLORIDA, L.L.C.

Member:

John M. Poole

Date:

March

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Member: P & E Development of West
Florida, L.L.C.

By:

John M. Poole, Member

Date:

March

, 2006

James L. Elzey, Member

Date:

March

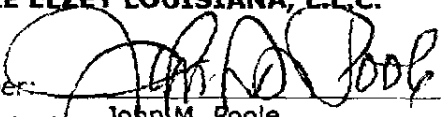
, 2006

[SIGNATURES CONTINUED ON NEXT PAGE]

[CONTINUATION OF SIGNATURE PAGE FOR ARTICLES OF MERGER
BETWEEN PEP OF FLORIDA, L.L.C. AND POOLE ELZEY LOUISIANA, L.L.C.]

POOLE ELZEY LOUISIANA, L.L.C.

Member: _____


John M. Poole

Date: March 1, 2006

Member: P & E Development of West
Florida, Inc

By: _____


John M. Poole, Member

Date: March 1, 2006


James E. Elzey, Member

Date: March 1, 2006

A0122285

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between PEP OF FLORIDA, L.L.C., a Florida limited liability company, and POOLE ELZEY LOUISIANA, L.L.C., a Louisiana limited liability company.

S T I P U L A T I O N S:

A. PEP OF FLORIDA, L.L.C. is a limited liability company organized and existing under the laws of the State of Florida with its principal place of business at 56 Blue Mountain Road, Unit B407, Santa Rosa Beach, Florida 32459. The members and the membership interests of the LLC are John M. Poole - 20% and P & E Development of West Florida, L.L.C., a Florida limited liability company - 80%. The address of the members of the LLC is the principal office address of the LLC.

B. POOLE ELZEY LOUISIANA, L.L.C. LLP is a limited liability company organized and existing under the laws of the State of Louisiana with its principal place of business at #4 Sanctuary Boulevard, Suite 202, Mandeville, Louisiana. The members and the membership interests of the LLC are John M. Poole - 20% and P & E Development of West Florida, L.L.C., a Florida limited liability company - 80%. The address of the members of the LLC is the principal office address of the LLC.

C. The members of PEP of Florida, L.L.C. and the members of Poole Elzey Louisiana L.L.C. deem it desirable and in the best interest of the LLC's that Poole Elzey Louisiana, L.L.C. be merged into PEP of Florida, L.L.C. pursuant to the provisions of Sections 608.438, et seq., *Florida Statutes*, with PEP OF FLORIDA, L.L.C. being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, PEP OF FLORIDA, L.L.C. and POOLE ELZEY LOUISIANA, L.L.C. AGREE AS FOLLOWS:

Section 1. Merger. POOLE ELZEY LOUISIANA, L.L.C. shall merge with and into PEP OF FLORIDA, L.L.C. and PEP OF FLORIDA, L.L.C. shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of POOLE ELZEY LOUISIANA, L.L.C. shall cease, and PEP OF FLORIDA, L.L.C. shall

succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of POOLE ELZEY LOUISIANA, L.L.C. without the necessity for any separate transfer. PEP OF FLORIDA, L.L.C. shall thereafter be responsible for all of the liabilities and obligations of POOLE ELZEY LOUISIANA, L.L.C., and neither the rights of creditors nor any liens on the property of POOLE ELZEY LOUISIANA, L.L.C. shall be impaired by the merger.

Section 3. Conversion of Interests in POOLE ELZEY LOUISIANA, L.L.C. to Interests in PEP OF FLORIDA, L.L.C. Because the membership interests in PEP OF FLORIDA, L.L.C. and POOLE ELZEY LOUISIANA, L.L.C. are identical prior to the merger and the parties desire to maintain the existing membership in the surviving LLC after the merger, no additional membership interest will be issued as a result of the merger. After the merger, the membership interests in the surviving LLC will continue to be as follows: John M. Poole - 20% and P & E Development of West Florida, L.L.C., a Florida limited liability company - 80%.

Section 4. Effective Date of Merger. The effective date of this merger shall be April 1, 2006.

Section 5. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Dated on the dates set forth below.

PEP OF FLORIDA, L.L.C.

Member: 

John M. Poole

Date: March 1, 2006

Member: P & E Development of West
Florida, LLC

By: 

John M. Poole, Member

Date: March 1, 2006


James E. Elzey, Member

Date: March 1, 2006

[SIGNATURES CONTINUED ON NEXT PAGE]

[CONTINUATION OF SIGNATURE PAGE FOR ARTICLES OF MERGER
BETWEEN PEP OF FLORIDA, L.L.C. AND POOLE ELZEY LOUISIANA, L.L.C.]

POOLE ELZEY LOUISIANA, L.L.C.

Member: _____

John M. Poole

Date: March, 2006

Member: P & E Development of West
Florida, Inc.

By: _____

John M. Poole, Member

Date: March, 2006

James L. Elzey, Member

Date: March, 2006

A0122292