

OCT. 29 2007 1:01 PM

JONES FOSTER JOHNSTON & STUBBS, P.A.

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LOS 000064066

Florida Department of State
Division of Corporations
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From: Account Name : JONES, FOSTER, JOHNSTON & STUBBS, P.A.
Account Number : 076077003231
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MERGER OR SHARE EXCHANGE

WGL Airport, LLC

Certificate of Status	0
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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
Legal Leasing Corporation	Florida	corporation
505 South Flagler Dr.	681036	
Suite 1300		
West Palm Beach, FL 33401		

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>
WGL Airport, LLC	Florida	limited liability company

605-640666

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 surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302 F.S.

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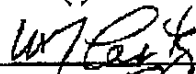
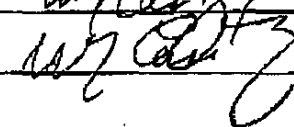
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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Legal Leasing Corporation		W.G. Lassiter, Jr., President
WGL Airport, LLC		W.G. Lassiter, Jr., Managing Member

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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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PLAN OF MERGER

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>
Legal Leasing Corporation	Florida	corporation

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>
WGL Airport, LLC	Florida	limited liability company

THIRD: The terms and conditions of the merger are as follows:

SEE ATTACHED SHEET

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(Attach additional sheets if necessary)

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Additional Page to Plan of Merger
Legal Leasing Corporation into WGL Airport, LLC

THIRD. The terms and conditions of the merger are as follows:

A. The mailing address, the street address, the registered agent, and the address of the registered office of WGL Airport, LLC, (the "Surviving Company") shall be as appears in the Articles of Organization of the Surviving Company and/or the most recent Uniform Business Report of the Surviving Company as on file with the office of the Department of State of Florida as of the effective date of this agreement (the "Effective Date").

B. The Articles of Organization and Operating Agreement of the Surviving Company in effect on the Effective Date shall be the Articles of Organization and Operating Agreement of the Surviving Company until they shall be altered, amended or repealed. The Surviving Company is a member-managed company.

C. When this agreement is approved and filed, the separate existence of Legal Leasing Corporation, (the "Merging Corporation") shall cease, the Merging Corporation shall be merged into the Surviving Company, and the Surviving Company shall continue unaffected and unimpaired by the merger and shall possess all of the rights and privileges and shall be subject to all the restrictions, disabilities and duties of each of the constituent entities so merged. The title to any real estate, whether vested by deed or otherwise in the constituent entities under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens on the property of the constituent entities shall be preserved unimpaired, and all debts, liabilities and duties of the constituent entities shall then attach to the Surviving Company and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it. The Surviving Company is member-managed.

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE ATTACHED SHEET

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no rights of existing shareholders or members of either merged party to
acquire the interest shares obligations or other securities in the Surviving Company

(Attach additional sheet if necessary)

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FOURTH: A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

1. On the Effective Date, each share of common stock of the Merging Corporation issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the holder(s) of such shares of common stock, shall be converted into and exchanged for one (1) unit of membership interest in the Surviving Company.

2. Each issued and outstanding unit of membership interest in the Surviving Company shall continue as one (1) unit of membership interest in the Surviving Company.

3. All units of membership interest in the Surviving Company for and into which the Merging Corporation's common stock shall have been converted and exchanged pursuant to this agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged common stock.

4. The Merging Corporation and the Surviving Company shall each take all appropriate entity action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

5. Upon the Effective Date, the transfer books of the Merging Corporation shall be closed and no transfer of common stock of the Merging Corporation shall be made or consummated thereafter.

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

W.G. Lassiter, Jr., Managing Member

505 South Flagler Drive, Suite 1300

West Palm Beach, FL 33401

Aneice R. Lassiter, Managing Member

505 South Flagler Drive, Suite 1300

West Palm Beach, FL 33401

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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