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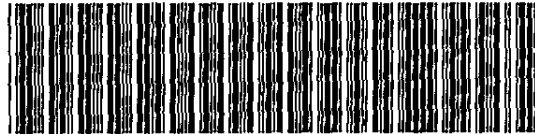
Special Instructions to Filing Officer:

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merger

W5-91152

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

LAW OFFICES
JOHN C. BOVAY, P.A.
901 N.W. 57TH STREET
GAINESVILLE, FLORIDA 32605

JOHN C. BOVAY
LL.M. IN TAXATION
ALSO ADMITTED IN DISTRICT OF COLUMBIA
JULIA M. COOK
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September 23, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Merger of Alsax Corporation into
A.O.C., L.L.C.

To Whom It May Concern:

Enclosed are an original and one copy of the Articles of Merger and Plan of Merger for Alsax Corporation and A.O.C., L.L.C. into A.O.C., L.L.C.

Also enclosed is a check for \$90.00 for the \$60.00 filing fees for the Articles of Merger and the \$30.00 fee for the certified copy.

Please contact me if further information or documentation is necessary for the applications. Please send the receipts for filing and certified copies to me and I will deliver them to my client.

Thank you for your assistance.

Sincerely,

John C. Bovay, P.A.


Julia M. Cook

JMC:rdh

Enclosures

XC: Gary R. Almond (Without enclosures)

**Articles of Merger
of
Alsax Corporation,
a Florida Profit Corporation
with
A.O.C., L.L.C.
a Florida Limited Liability Company**

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L05-91152*

**ARTICLES OF MERGER between Alsax Corporation,
a Florida Profit Corporation, and A.O.C., L.L.C.,
a Florida Limited Liability Company:**

Pursuant to the provisions of §608.4382 of the Florida Statutes, the undersigned Florida Profit Corporation and the undersigned Florida Limited Liability Company have adopted the following Articles of Merger for the purposes of merging the Florida Profit Corporation into the Florida Limited Liability Company:

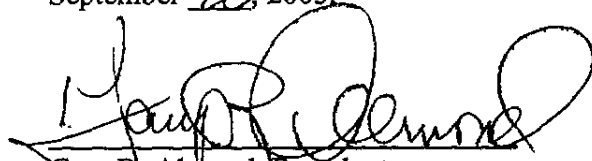
1. The laws of the State of Florida under which the Limited Liability Company and the Corporation are organized permit such merger;
2. The name of the surviving entity is A.O.C., L.L.C., and it is to be governed by the laws of the State of Florida;
3. The attached Plan of Merger was unanimously approved by the directors of the undersigned Florida Profit Corporation on September ____, 2005, in the manner prescribed by the State of Florida, and was unanimously approved by the undersigned Florida Limited Liability Company in the manner prescribed by §608.4381 of the Florida Statutes;
4. Under the Plan of Merger, each one of all the issued and outstanding shares of Alsax Corporation shall be exchanged for one membership interest in the surviving entity, A.O.C., L.L.C. (the "Merger").
5. The date and time of effectiveness of the Merger shall be on the filing of these Articles of Merger with the Department of State of Florida.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

IN WITNESS WHEREOF, the parties have signed these Articles of Merger on
September 20, 2005.



Gary R. Almond, President
Alsax Corporation
a Florida Profit Corporation



Gary R. Almond, Managing
Member, A.O.C, L.L.C.,
a Florida Limited Liability
Company

PLAN OF MERGER

Merger between A.O.C, L.L.C., a Florida Limited Liability Company, (the "Surviving Entity") and Alsax Corporation, a Florida Profit Corporation (the "Disappearing Corporation") (collectively, the "Constituent Entities"), is being effected under this Plan of Merger (the "Plan") in accordance with Chapters 608 of the Florida Statutes.

1. **Articles of Organization.** The Articles of Organization of the Surviving Entity, as filed with the Florida Department of State on September 15, 2005 and effective on September 15, 2005, shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the effective Date until further amended as permitted by law.
2. **Distribution to Shareholders of Disappearing Corporation and to Members of Surviving Entity.** All of the issued and outstanding shares of Disappearing Corporation's stock consist of voting, common stock of one class and one series. All of the issued and outstanding membership units of Surviving Entity consist of one class of voting units. On the effective Date, each share of Disappearing Corporation's stock that is issued and outstanding shall, without more, be converted and exchanged for one membership unit in the Surviving Entity in accordance with this plan. Each membership unit of Surviving Entity that is issued and outstanding on the Effective Date shall continue as outstanding units of Surviving Entity membership units. No other consideration will be given by either the Disappearing Corporation or the Surviving Entity.
3. **Satisfaction of Rights of Disappearing Corporation's Shareholders.** All membership units into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable under this Plan shall have been deemed to have been paid in full satisfaction of such converted shares.
4. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Entity shall be fully vested in Disappearing Corporation's rights, privileges, immunities, and powers, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.4383 of the Florida Statutes.
5. **Supplemental Action.** If at any time after the Effective Date Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate members of Surviving Entity or officers of Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest,

perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. Disappearing Corporation shall cause its officers and Surviving Entity shall cause its members to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed to be incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State. In accordance with §608.4382 of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing.
7. Name and Address of Managing Member of Surviving Entity. The name and mailing address of the Managing Member of the Surviving Entity is as follows:

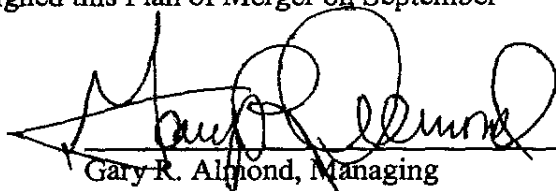
Gary R. Almond P.O. Box 1045
Gainesville, Florida 32602

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Entities which is, or the shareholders of which are, or the members of which are, entitled to the benefit thereof by action taken by the Board of Directors or by the members, or may be amended or modified in whole or in part at any time before the vote of the shareholders of or the members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily the same person), or at any time thereafter as long as such change is in accordance with §607.1103 of the Florida Statutes.
9. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of Disappearing Corporation and the members of the Surviving Entity, notwithstanding favorable action by the shareholders of the Disappearing Corporation or the members of the Surviving Entity.

IN WITNESS WHEREOF, the parties have signed this Plan of Merger on September
20, 2005.



Gary R. Almond, President
Alsax Corporation
a Florida Profit Corporation



Gary R. Almond, Managing
Member, A.O.C., L.L.C.,
a Florida Limited Liability
Company