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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 103384 7137273

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 60.00

ORDER DATE : May 12, 2006

ORDER TIME : 11:27 AM

ORDER NO. : 103384-005

CUSTOMER NO: 7137273

FILED
2006 MAY 12 PM 3:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER

A SPECIAL TOUCH LANDSCAPING,
INC.

INTO

A SPECIAL TOUCH LANDSCAPING,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

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

FILED
2006 MAY 12 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

E06800002759

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
A SPECIAL TOUCH LANDSCAPING, LLC	FLORIDA	LIMITED LIABILITY COMPANY
A SPECIAL TOUCH LANDSCAPING, INC.	FLORIDA	CORPORATION

P93000056276

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>
A SPECIAL TOUCH LANDSCAPING, LLC	FLORIDA	LIMITED LIABILITY COMPANY

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.

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:

N/A

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:


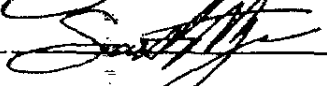
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
A SPECIAL TOUCH LANDSCAPING, LLC		SCOTT MYERS
A SPECIAL TOUCH LANDSCAPING, INC.		SCOTT MYERS

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: 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

Certified Copy (optional): \$30.00

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>
A SPECIAL TOUCH LANDSCAPING, LLC	FLORIDA	LIMITED LIABILITY COMPANY
A SPECIAL TOUCH LANDSCAPING, INC.	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>
A SPECIAL TOUCH LANDSCAPING, LLC	FLORIDA	LIMITED LIABILITY COMPANY

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

A SPECIAL TOUCH LANDSCAPING, INC., A FLORIDA CORPORATION, IS OWNED BY SCOTT MYERS. A SPECIAL TOUCH LANDSCAPING, LLC, A FLORIDA LIMITED LIABILITY COMPANY, IS OWNED BY SCOTT MYERS. OWNERSHIP OF THE SURVIVING ENTITY (A SPECIAL TOUCH LANDSCAPING, LLC) WILL REMAIN THE SAME. THE SURVIVING ENTITY (A SPECIAL TOUCH LANDSCAPING, LLC) WILL RETAIN THE FEI NUMBER FROM THE CORPORATION.

(Attach additional sheet if necessary)

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:

ONE SHARE OF CORPORATE INTEREST IS BEING CONVERTED TO
ONE UNIT OF LLC INTEREST. THE SOLE OWNER HAS THE SAME
INTEREST IN BOTH ENTITIES TO THE MERGER, OWNER PERCENTAGE
WIL REMAIN EQUAL AFTER THE MERGER.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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:

ALL RIGHTS TO ACQUIRE INTERESTS OF THE MERGED PARTIES
ARE SUBJECT TO THE CONSENT OF ALL OWNERS. THE RIGHTS
TO ACQUIRE INTERESTS FOR BOTH MERGED PARTIES WERE THE
SAME PRIOR TO THE MERGER AND REMAIN UNCHANGED AFTER
THE MERGER.

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)