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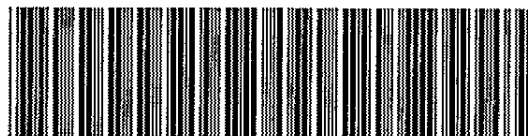
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LAW OFFICES  
OF  
LAWRENCE E. DOLAN, P. A.  
ATTORNEY AT LAW  
500 EAST JACKSON STREET  
ORLANDO, FLORIDA 32801

LAWRENCE E. DOLAN

August 23, 2006

407-841-7300  
FAX 407-841-7304

Via Federal Express

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Mathews & Mathews, L.L.C. /  
Re: Mathews & Mathews, a Florida General Partnership

Dear Madam:

Enclosed for filing are the original Articles of Merger for the above limited liability companies in accordance with the applicable provisions of Chapters 608 and 620, Florida Statutes.

Enclosed is my check in the amount of \$80.00, representing payment of the following fees:

1. Filing Articles of Merger	\$ 50.00
2. For a certified copy of the Articles of Merger	<u>30.00</u>
Total	<u>\$ 80.00</u>

For your convenience, we are enclosing a copy of the Articles of Merger you may use for certification. Please return the certified copy to the attention of the undersigned. Thank you for your attention to this matter.

Very truly yours,

LAWRENCE E. DOLAN, P.A.

  
LAWRENCE E. DOLAN

LED:ln

Enclosures

cc: Mr. John S. Mathews  
Mr. William F. Mathews

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**ARTICLES OF MERGER  
OF  
MATHEWS & MATHEWS,  
a Florida General Partnership  
INTO  
MATHEWS & MATHEWS, L.L.C.**

Pursuant to the provisions of Section 620.8905 of the Florida Revised Uniform Partnership Act and Section 608.438 of the Florida Limited Liability Company Act, the undersigned Limited Liability Company adopts the following Articles of Merger for the purpose of merging the Florida General Partnership and the Limited Liability Company into one Limited Liability Company:

1. The following Plan of Merger was approved by the undersigned Florida General Partnership and Limited Liability Company in the manner prescribed by the Florida Revised Uniform Partnership Act and the Florida Limited Liability Company Act. Attached and made a part hereof as Exhibit "A" is a conformed copy of the Plan of Merger as adopted.
2. The dates of adoption of the Plan of Merger by the members of the Florida General Partnership and Florida Limited Liability Company.

<u>Name of Entity</u>	<u>Date</u>
Mathews & Mathews	July 12, 2006
Mathews & Mathews, L.L.C.	July 12, 2006

3. As to each undersigned Entity, the interest of each member is as follows:

<u>Name of Entity</u>	<u>Interest of Member Outstanding</u>	<u>Entitled to Vote as a Member</u>
Mathews & Mathews, a Florida General Partnership	John S. Mathews fifty percent (50%)	John S. Mathews fifty percent (50%)
	William F. Mathews fifty percent (50%)	William F. Mathews fifty percent (50%)
Mathews & Mathews, L.L.C., a Florida Limited Liability	John S. Mathews fifty percent (50%)	John S. Mathews fifty percent (50%)
	William F. Mathews fifty percent (50%)	William F. Mathews fifty percent (50%)

4. As to each of the undersigned Entities, the total interest of members who voted for and against the Plan to Merger respectively are as follows:

<u>Name of Entity</u>	<u>Interests of Member Who Voted for Merger</u>	<u>Interests of Member Who Voted Against Member</u>
Mathews & Mathews, a Florida General Partnership	John S. Mathews fifty percent (50%)	None
	William F. Mathews fifty percent (50%)	None
Mathews & Mathews, L.L.C.	John S. Mathews fifty percent (50%)	None
	William F. Mathews fifty percent (50%)	None

5. The effective date of the merger shall be the date upon which these Articles of Merger are filed in the office of the Secretary of State of Florida.

MATHEWS & MATHEWS, L.L.C.

Andrea S. Greene

Ann Marie Thomas

By John S. Mathews  
as its Manager

Surviving Limited Liability Company

MATHEWS & MATHEWS, a  
Florida General Partnership

Andrea S. Greene

Ann Marie Thomas

John S. Mathews  
John S. Mathews

Lucile M. Nealey

William F. Mathews  
William F. Mathews, Members of  
Non-surviving General Partnership

Lucile M. Nealey

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA       )  
                                      )ss  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2006, by JOHN S. MATHEWS, as Manager of MATHEWS & MATHEWS, L.L.C., a Florida limited liability company, on behalf of the company. He personally appeared before me, is personally known to me or produced \_\_\_\_\_ as identification.

Notary: Ann Marie Thomas  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_



Ann Marie Thomas  
MY COMMISSION # DD244533 EXPIRES  
August 25, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA       )  
                                      )ss  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2006, by JOHN S. MATHEWS, as a member of MATHEWS & MATHEWS, a Florida general partnership. He personally appeared before me, is personally known to me or produced \_\_\_\_\_ as identification.

Notary: Ann Marie Thomas  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_

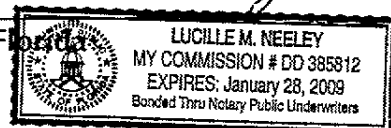


Ann Marie Thomas  
MY COMMISSION # DD244533 EXPIRES  
August 25, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA       )  
                                      )ss  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2006, by WILLIAM F. MATHEWS, as a member of MATHEWS & MATHEWS, a Florida general partnership. He personally appeared before me, is personally known to me or produced Florida Driver's License as identification.

Notary: Lucille M. Neeley  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_



## PLAN OF MERGER

Agreement made this 12<sup>th</sup> day of July, 2006, between MATHEWS & MATHEWS, L.L.C., a limited liability company, organized and existing under the laws of the State of Florida and having its principal office and place of business at 2036 Apex Court, Apopka, Florida 32703 (said limited liability company hereinafter referred to as the "surviving limited liability company") and MATHEWS & MATHEWS, a Florida general partnership, organized and existing under the laws of the State of Florida, and having its principal office and place of business at 2036 Apex Court, Apopka, Florida 32703 (said general partnership hereinafter referred to as the "non-surviving general partnership").

### RECITALS

#### SECTION I METHOD OF CONVERTING

Immediately upon this Agreement of Merger becoming effective, each member's interest in the non-surviving general partnership shall be converted into a member interest in the surviving limited liability company as follows:

<u>Non-surviving General Partnership</u>	<u>Interest of Member of Non-surviving General Partnership</u>	<u>Interest of Said Member in Surviving Limited Liability Company to be Issued in Exchange</u>
MATHEWS & MATHEWS, a general partnership	John S. Mathews fifty percent (50%)	John S. Mathews fifty percent (50%)
	William F. Mathews fifty percent (50%)	William F. Mathews fifty percent (50%)

Said member's interest to be issued by the surviving limited liability company shall be evidenced by a written assignment, duly executed and acknowledged, by the manager of said limited liability company and delivered to each member of the non-surviving general partnership upon the effective date of the merger as hereinafter set forth evidencing their fifty percent (50%) interest in the surviving limited liability company.

#### SECTION 2 EFFECTIVE DATE

The effective date for the merger shall be the date following the approval by the limited liability company and the general partnership and the date upon which the Articles of Merger are filed in the office of the Secretary of State of Florida.

EXHIBIT "A"

**SECTION 3**  
**NAME AND ADDRESS OF MANAGER OF**  
**SURVIVING LIMITED LIABILITY COMPANY**

The name and address of the managing member of MATHEWS & MATHEWS, L.L.C., the surviving limited liability company is as follows:

<u>Name</u>	<u>Address</u>
John S. Mathews	2036 Apex Court Apopka, Florida 32703

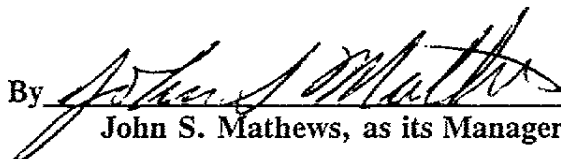
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**SECTION 4**  
**ABANDONMENT OF MERGER**

Anything to the contrary herein notwithstanding, if the members of the surviving limited liability company or the members of the non-surviving general partnership should determine, either before or after the meeting of the members of either the limited liability company or the general partnership called to vote on the adoption or objection of this Agreement of Merger, that for any legal, financial, economic or business reasons deemed sufficient by such members, it is not in the best interests of the limited liability company or the general partnership they represent, or is otherwise inadvisable or impracticable to consummate the merger, such members may abandon the merger by directing the manager of the limited liability company to refrain from executing or filing this Agreement of Merger, and thereupon this Agreement shall be void and of no effect.

IN WITNESS WHEREOF, the surviving limited liability company and the non-surviving general partnership have executed this Agreement under their respective corporate seals on the day and year first above written.

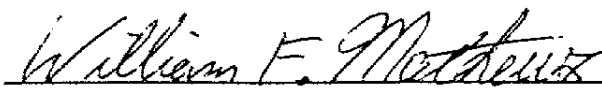
MATHEWS & MATHEWS, L.L.C.

By   
John S. Mathews, as its Manager

Surviving Limited Liability Company

MATHEWS & MATHEWS, a Florida  
General Partnership

  
John S. Mathews

  
William F. Mathews, Members of  
Non-surviving General Partnership

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2006, by JOHN S. MATHEWS, as Manager of MATHEWS & MATHEWS, L.L.C., a Florida limited liability company, on behalf of the company. He personally appeared before me, is personally known to me or produced \_\_\_\_\_ as identification.

Notary: Ann Marie Thomas  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_



Ann Marie Thomas  
MY COMMISSION # DD244533 EXPIRES  
August 25, 2007  
BONDED THRU TROY FAIR INSURANCE INC.

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2006, by JOHN S. MATHEWS, as a member of MATHEWS & MATHEWS, a Florida general partnership. He personally appeared before me, is personally known to me or produced \_\_\_\_\_ as identification.

Notary: Ann Marie Thomas  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_



Ann Marie Thomas  
MY COMMISSION # DD244533 EXPIRES  
August 25, 2007  
BONDED THRU TROY FAIR INSURANCE INC.

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2006, by WILLIAM F. MATHEWS, as a member of MATHEWS & MATHEWS, a Florida general partnership. He personally appeared before me, is personally known to me or produced Florida driver's license as identification.

Notary: Lucille M. Neeley  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_



LUCILLE M. NEELEY  
MY COMMISSION # DD 385812  
EXPIRES: January 28, 2009  
Bonded Thru Notary Public Underwriters