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MERGER OR SHARE EXCHANGE

A.C.E. Golf Construction Management, LLC

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**ARTICLES OF MERGER OF
A.C.E. GOLF CONSTRUCTION MANAGEMENT, INC.
WITH AND INTO
A.C.E. GOLF CONSTRUCTION MANAGEMENT, LLC**

M79179

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Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of A.C.E. GOLF CONSTRUCTION MANAGEMENT, INC., a Florida corporation (the "Corporation"), document number M79179, with and into A.C.E. GOLF CONSTRUCTION MANAGEMENT, LLC, a Florida limited liability company (the "LLC"), established as a corporation for federal tax purposes, with the LLC being the surviving entity, is set forth below:

1. The Corporation shall merge with and into the LLC, with the LLC as the surviving entity.
2. Upon the consummation of the merger of the Corporation with and into the LLC, the separate existence of the Corporation shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Corporation, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Corporation or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Corporation.
3. At the time of the merger, the Corporation will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Corporation or in the LLC.
4. The Corporation has no plan or intention to reacquire or redeem its outstanding and issued shares.
5. The LLC has no plan or intention to reacquire or redeem any of its membership interests issued in the merger. The LLC will issue no LLC membership interests except in

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exchange for the Corporation shares. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Corporation.

6. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. The shareholders of the Corporation will receive no consideration other than LLC membership rights for their shares.

c. At the effective date of the merger, each share of \$5.00 par value common stock of the Corporation, issued and outstanding shall be converted into a three and one third percent ($3\frac{1}{3}\%$) membership interest of the LLC. The total consideration that the shareholders of the Corporation shall therefore receive for each fifteen (15) shares of outstanding \$5.00 par value common stock of the Corporation shall be a fifty percent (50%) membership interest in the LLC.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the Corporation in accordance with Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 14th day of June, 2006.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 14th day of June, 2006.

A.C.E. GOLF CONSTRUCTION MANAGEMENT,
INC.

By: 

Kenneth C. Ezell, President

(additional signatures follow)

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A.C.E. GOLF CONSTRUCTION MANAGEMENT,
LLC

By: 

George M. Clifton, Member

By: 

Kenneth C. Ezell, Member

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EXHIBIT "A"

**PLAN OF MERGER OF A.C.E. GOLF CONSTRUCTION MANAGEMENT, INC.
WITH AND INTO
A.C.E. GOLF CONSTRUCTION MANAGEMENT, LLC**

1. A.C.E. GOLF CONSTRUCTION MANAGEMENT, INC., a Florida corporation (the "Corporation"), shall merge with and into A.C.E. GOLF CONSTRUCTION MANAGEMENT, LLC, a Florida limited liability company (the "LLC"), with the LLC being the surviving entity.

2. Upon the consummation of the merger of the Corporation with and into the LLC, the separate existence of the Corporation shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Corporation, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Corporation or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Corporation.

3. At the time of the merger, the Corporation will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Corporation or in the LLC.

4. The Corporation has no plan or intention to reacquire or redeem its outstanding and issued shares.

5. The LLC has no plan or intention to reacquire or redeem any of its membership interests issued in the merger. The LLC will issue no LLC membership interests except in exchange for the Corporation shares. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Corporation.

6. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:

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7. The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

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