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**MERGER OR SHARE EXCHANGE**

Ameriscapes Landscape Management Services, LLC

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November 14, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

AMERISCAPES LANDSCAPE MANAGEMENT SERVICES, LLC

P.O. BOX 568762

ORLANDO, FL 32805

SUBJECT: AMERISCAPES LANDSCAPE MANAGEMENT SERVICES, LLC

REF: L06000109450

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Agnes Lunt  
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**ARTICLES OF MERGER OF  
AMERISCAPES LANDSCAPE MANAGEMENT SERVICES, INC.  
WITH AND INTO  
AMERISCAPES LANDSCAPE MANAGEMENT SERVICES, LLC**

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 AMERISCAPES LANDSCAPE MANAGEMENT SERVICES, INC., a Florida corporation (the "Corporation"), document number P96000008959, with and into AMERISCAPES LANDSCAPE MANAGEMENT SERVICES, 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 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.

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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 common stock of the Corporation, issued and outstanding shall be converted into a one percent (1%) membership interest of the LLC. The total consideration that the shareholders of the Corporation shall therefore receive for each one (1) share of outstanding common stock of the Corporation shall be a one percent (1%) 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 13<sup>th</sup> day of November, 2006.

#### ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be effective as of January 1, 2007.

DATED this 13<sup>th</sup> day of November, 2006.

AMERISCAPES LANDSCAPE MANAGEMENT  
SERVICES, INC.

By: William Butterfield  
William Butterfield, President

AMERISCAPES LANDSCAPE MANAGEMENT  
SERVICES, LLC

By: William Butterfield  
William Butterfield, Managing Member  
532 Hames Avenue  
Orlando, FL 32805

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**PLAN OF MERGER OF  
AMERISCAPES LANDSCAPE MANAGEMENT SERVICES, INC.  
WITH AND INTO  
AMERISCAPES LANDSCAPE MANAGEMENT SERVICES, INC.**

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