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**MERGER OR SHARE EXCHANGE**

**JTL, LLC**

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January 2, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

JTL, LLC  
1304 DESOTO AVENUE, STE 303  
TAMPA, FL 33606

SUBJECT: JTL, LLC  
REF: L06000122877

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**ARTICLES OF MERGER of  
JTL, LTD., A TEXAS LIMITED PARTNERSHIP into  
JTL, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

The following Articles of Merger are being submitted in accordance with section 608.4382, Florida Statutes.

1. The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
<b>JTL, Ltd.</b> 1304 Desoto Avenue, Suite 303 Tampa, Florida 33606	Texas	Limited partnership

2. The exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Florida Document Number
<b>JTL, LLC</b> 1304 Desoto Avenue, Suite 303 Tampa, Florida 33606	Florida	Limited liability company	L06000122877

3. The attached Plan of Merger meets the requirements of section 608.438 Florida Statutes, and was approved by each entity that is a party to the merger in accordance with Chapter 608, Florida Statutes.
4. The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.
5. The surviving entity has obtained the written consent of the person that is the manager of the surviving entity, pursuant to section 608.4381, Florida Statutes.
6. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership that is a party to the merger.
7. The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.
8. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.


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Dated this 29<sup>th</sup> day of December, 2006.

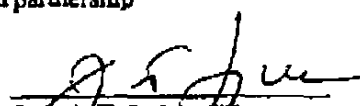
JTL, LLC, a Florida limited liability  
company

By:

  
Joseph T. Lykes, III  
Manager

CHANDLER CAPITAL COMPANY, a  
Texas corporation  
General Partner of JTL, LTD., a Texas  
limited partnership

By:

  
Joseph T. Lykes, III  
President

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**EXHIBIT A**  
**PLAN OF MERGER**  
of  
**JTL, LTD., a Texas limited partnership**  
and  
**JTL, LLC, a Florida limited liability company**

This is a plan of merger between JTL, LTD., a Texas limited partnership, and JTL, LLC, a Florida limited liability company.

**ARTICLE I**  
**Constituent Entities**

The name of each constituent entity is "JTL, LTD." and "JTL, LLC".

**ARTICLE II**  
**Merger**

Under §608.438 of the Florida Limited Partnership Act and the laws of the State of Texas, JTL, LTD. shall be merged into JTL, LLC (the "Merger").

**ARTICLE III**  
**Surviving Entity**

JTL, LLC shall be the surviving entity of the Merger.

**ARTICLE IV**  
**Articles of Organization and Operating Agreement**

The Articles of Organization and the Operating Agreement of JTL, LLC in effect immediately before the Merger shall not be changed by the Merger, and shall continue to be its Articles of Organization and Operating Agreement subsequent to the Merger.

**ARTICLE V**  
**Members**

After the Merger, JTL, LLC, shall have the same members and without further action, such members shall possess all rights and obligations granted to them by JTL, LLC, in its Operating Agreement.

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**ARTICLE VI**  
**Manager**

Following the Merger, the manager previously named by the members of JTL, LLC, shall without further action, possess all rights and obligations granted to the manager by the members of JTL, LLC, by its Operating Agreement.

**ARTICLE VII**  
**Assets and Liabilities**

On the effective date of the Merger, the separate existence of JTL, LTD. shall cease and JTL, LLC, without further action, shall possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of JTL, LTD., without further action, shall be vested in JTL, LLC, immediately following the Merger. Following the Merger, JTL, LLC, shall be responsible for all liabilities and obligations of JTL, LTD., including all fees and franchise taxes required by the Texas Comptroller. Any claim existing or action or proceeding pending against JTL, LTD., may be continued as if the Merger did not occur, or JTL, LLC may be substituted for JTL, LTD. in any such proceeding. Neither the rights of creditors of nor any liens on the property of JTL, LTD. shall be impaired by the Merger.

**ARTICLE VIII**  
**Effective Date**

The Merger shall be effective when the articles of merger are filed with the Texas Department of State, and the Florida Secretary of State, or at such other time specified in the certificate of merger.

**ARTICLE IX**  
**Abandonment**

Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the general partner of JTL, LTD. or the by the manager of JTL, LLC, at any time before the filing of articles of merger.

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IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned on December 29, 2006.

JTL, LLC, a Florida limited liability company

By:

  
Joseph T. Lykes, III  
Manager

Chandler Capital Company, a Texas corporation  
General Partner of JTL, LTD., a Texas limited  
partnership

By:

  
Joseph T. Lykes, III  
President

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