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O'HAIRE, QUINN, CANDLER
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*** REPORT ***

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L. SELLERS

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EXAMINER

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : O'HAIRE, QUINN, CANDLER, & CASALINE CHARTERED
Account Number : 073077002560
Phone : (772) 231-6900
Fax Number : (772) 231-9729

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Province Line Capital I, LLC

Certificate of Status	1
Certified Copy	1

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Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF MERGER OF PROVINCE LINE CAPITAL I, L.L.C.,
A NEW JERSEY LIMITED LIABILITY COMPANY
INTO
PROVINCE LINE CAPITAL I, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Certificate of Merger between Province Line Capital I, L.L.C., a New Jersey Limited Liability Company, ("PLC (NJ)") and Province Line Capital I, LLC, a Florida Limited Liability Company ("PLC (FL)"). Under §608.438 of the Florida Limited Liability Company Act ("Act"), PLC (NJ) and PLC (FL) file the following Certificate of Merger.

1. The Plan of Merger and Reorganization dated October 2, 2008, between PLC (NJ) and PLC (FL) was approved and adopted by all Members and all Managers who are also Members of PLC (NJ) on October 2, 2008 and was approved and adopted by all Members and all Managers who are also Members of PLC (FL) on October 2, 2008.

2. Pursuant to the Plan of Merger, all issued and outstanding Membership Interests of PLC (NJ) will be acquired by means of a merger of PLC (NJ) into PLC (FL) with PLC (FL) as the surviving company.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference into this Certificate of Merger.

4. Under §608.438(4)(b) of the Act, the merger shall become effective upon the filing of these Articles with the Secretary of the State of Florida.

5. Pursuant to §608.455, the Members of PLC (FL) have waived the notice requirements of §608.438(3).

This instrument prepared by:
Richard B. Candler
FL Bar No. 0510040
3111 Cardinal Drive
Vero Beach, FL 32963

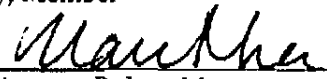
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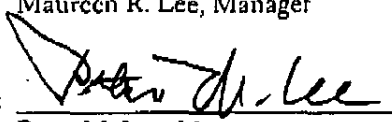
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IN WITNESS WHEREOF, the parties have set their hands this 2nd day of October 2008.

Province Line Capital I, L.L.C., a New Jersey Limited Liability Company

Province Line, L.L.C, a Florida Limited Liability Company, Member

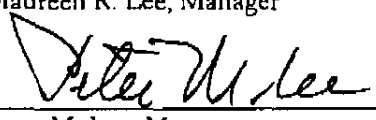
By: 
Maureen R. Lee, Manager

Attest: 
Peter M. Lee, Manager

Province Line Capital I, LLC, a Florida Limited Liability Company

Province Line, LLC, a Florida Limited Liability Company, Member

By: 
Maureen R. Lee, Manager

Attest: 
Peter M. Lee, Manager

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PLAN OF MERGER AND REORGANIZATION

Plan of Merger and Reorganization dated the 2nd day of October 2008, by and between Province Line Capital I, L.L.C., a New Jersey Limited Liability Company, (hereinafter called "PLC (NJ)" and Province Line Capital I, LLC, a Florida Limited Liability Company, (hereinafter called "PLC (FL)."

WHEREAS:

A. The Members and Managers of PLC (NJ) and PLC (FL) have resolved that PLC (NJ) be merged and pursuant to the New Jersey Limited Liability Company Act and the Florida Limited Liability Company Act into a single company existing under the laws of the State of Florida, to wit, PLC (FL), which shall be the surviving company (the "Surviving Company");

B. Maureen R. Lee and Peter M. Lee each own one-half of the Membership Interests and one-half of the profits and capital of PLC (NJ) and each serves as Manager of PLC (NJ);

C. Maureen R. Lee and Peter M. Lee each own one-half of the Membership Interests and one-half of the profits and capital of PLC (FL) and each serves as Manager of PLC (FL);

D. The dollar value of assets (net of liabilities) of PLC (NJ) exceeds that of PLC (FL); and

E. The Members and Managers of both PLC (NJ) and PLC (FL) have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree under the New Jersey Limited Liability Company Act and the Florida Limited Liability Company Act that PLC (NJ) shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single company existing under the laws of the State of Florida, to wit, PLC (FL), which shall be the Surviving Company, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Members' and Managers' Consents; Filings; Effects of Merger.

1.1 Action by Members and Managers of PLC (NJ). On or before October 2, 2008, the Members and Managers of PLC (NJ), shall adopt this Agreement as required by the New Jersey Limited Liability Company Act.

1.2 Action by Members and Managers of PLC (FL). On or before October 2, 2008, the Members and Managers of PLC (FL), shall adopt this Agreement as required by the Florida Limited Liability Company Act.

1.3 Filing of Articles and Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the Members and Managers of PLC (NJ) as required by the New Jersey Limited Liability Company Act, (b) this Agreement has been adopted the Members and Managers of PLC (FL), as required by the Florida Limited Liability Company Act, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall

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be filed and recorded under the New Jersey Limited Liability Company Act and Certificate of Merger shall be filed subsequently under the Florida Limited Liability Company Act. The Merger shall become effective upon that filing in Florida, the date and time herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of PLC (NJ) shall cease, and PLC (NJ) shall be merged into PLC (FL) which, as the Surviving Company, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of PLC (NJ); and all and singular, the rights, privileges, powers, and franchises of PLC (NJ), and all property, real, personal, and mixed, and all debts due to PLC (NJ) on whatever account, as well for stock subscriptions and all other things in action or belonging to PLC (NJ), shall be vested in the Surviving Company; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Company as they were of PLC (NJ), and the title to any real estate vested by deed or otherwise, under the laws of New Jersey or any other jurisdiction, in PLC (NJ) shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of PLC (NJ) shall be preserved unimpaired, and all debts, liabilities, and duties of PLC (NJ) shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last Members of PLC (NJ) or the corresponding Members of the Surviving Company, may, in the name of PLC (NJ), execute and deliver all proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Company may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Company title to and possession of all PLC (NJ)'s property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement. Under Treasury Regulation §1.708-1(c) the Surviving Company shall be treated as a continuation of PLC (NJ) for federal income tax purposes.

2. Name of Surviving Company; Certificate of Organization; Operating Agreement.

2.1 Name of Surviving Company. The name of the Surviving Company from and after the Effective Date shall be Province Line Capital I, LLC, a Florida Limited Liability Company.

2.2 Articles of Organization. The Articles of Organization of PLC (FL) in effect immediately before the Effective Date shall from the Effective Date continue to be the Articles of Organization of the Surviving Company until changed or amended as provided by law.

2.3 Operating Agreement. The Operating Agreement of PLC (FL) in effect immediately before the Effective Date shall from Effective Date continue to be the Operating Agreement of the Surviving Company until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the Membership Interests in PLC (NJ) and the nature and amount of Membership Interests of PLC (FL) which the holders of Membership Interests of PLC (NJ) are to receive in exchange for that Membership Interests are as follows:

3.1 PLC (NJ) Membership Interests. Each percentage of Membership Interests in PLC (NJ) existing immediately before the Effective Date shall, by virtue of the Merger and without any action on

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the part of the holder thereof, be converted at the Effective Date into equivalent Membership Interests in PLC (FL).

4. Miscellaneous

4.1. This Plan of Merger and Reorganization may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan of Merger and Reorganization by the Members and Managers of PLC (NJ), if the Members and Managers of PLC (NJ) or of the Surviving Company duly adopt a resolution abandoning this Plan of Merger and Reorganization.

4.2. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger and Reorganization, any number of counterparts hereof may be executed; and each counterpart shall be deemed to be an original instrument.

4.3 The Surviving Company shall continue to be treated as eligible entity with a single owner disregarded as an entity separate from its owner under Treas. Reg. 301.7701-3 and shall continue to use the Employer Identification Number of its owner, Province Line, LLC, a Florida Limited Liability Company.

IN WITNESS WHEREOF, this Agreement has been executed by Province Line Capital I, L.L.C., a New Jersey Limited Liability Company and Province Line Capital I, LLC, a Florida Limited Liability Company all on the date first above written.

Province Line Capital I, L.L.C., a New Jersey Limited Liability Company

Province Line, LLC, a Florida Limited Liability Company, Member

By:


Maureen R. Lee, Manager

Attest:


Peter M. Lee, Manager

Province Line Capital I, LLC, a Florida Limited Liability Company

Province Line, LLC, a Florida Limited Liability Company, Member

By:


Maureen R. Lee, Manager

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O'HAIRE, QUINN, CANDLER

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Attest:

A handwritten signature in black ink, appearing to read "Peter M. Lee". The signature is written in a cursive style with a large, stylized initial "P".

Peter M. Lee, Manager

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