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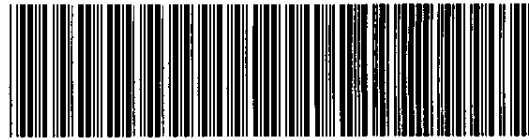
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EXAMINER

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TALLAHASSEE, FLORIDA

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INTELLECTUAL PROPERTY LAW
AND COMPLEX COMMERCIAL LITIGATION

1395 Brickell Avenue
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December 2, 2010

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Scooterbug Acquisition Holdings, LLC

Dear Sir or Madam:

Enclosed please find:

1. **Articles of Merger** for filing.
2. Our firm's check in the amount of \$90.00 to cover the filing fee and the **certified copy fee**.

We have enclosed a stamped, addressed envelope for your convenience in mailing us the Certified Copy of the Article of Merger.

If you have any questions or require anything further, please contact the undersigned.

Sincerely,


Douglas L. O'Keefe
Encl.

**ARTICLES OF MERGER
OF
AMERICAN MOBILITY AND GUEST SERVICES, INC.

WITH AND INTO

SCOOTERBUG ACQUISITION HOLDINGS, LLC**

Pursuant to the provisions of Section 608.4382, Florida Statutes, the undersigned hereby certifies that:

1. **American Mobility and Guest Services, Inc.**, a Delaware corporation ("Subsidiary Entity"), shall be merged with and into **Scoterbug Acquisition Holdings, LLC**, a Florida limited liability company ("Parent Entity") ("Merger").
2. **Scoterbug Acquisition Holdings, LLC**, a Florida limited liability company, shall be the surviving entity.
3. The Plan of Merger pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit "A" (the "Plan of Merger"), was executed and adopted by the Parent Entity in accordance with the applicable provisions of Chapter 608, Florida Statutes.
4. The Plan of Merger was executed and adopted by the Subsidiary Entity in accordance with the applicable laws of the State of Delaware.
5. The Merger shall become effective upon the filing of the Plan of Merger with the Florida Department of State (the "Effective Date").

[Signatures on Next Page]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Subsidiary Entity and the Parent Entity by their respective authorized representatives as of this 16th day of November, 2010.

Scooterbug Acquisition Holdings, LLC

By:  _____

Name: John Miller

Title: Manager

American Mobility and Guest Services, Inc.

By:  _____

Name: John Miller

Title: President

Exhibit "A"

PLAN OF MERGER

See attached.

PLAN OF MERGER

This Plan of Merger ("Plan"), dated as of the 16th day of November, 2010, is entered into between **Scoterbug Acquisition Holdings, LLC**, a Florida limited liability company (the "Parent Entity") and **American Mobility and Guest Services, Inc.**, a Delaware corporation (the "Subsidiary Entity" and together with the Parent Entity, the "Parties").

WHEREAS, the Parent Entity is a limited liability company duly organized and existing under the laws of the State of Florida;

WHEREAS, the Subsidiary Entity is a wholly owned subsidiary corporation of the Parent Entity, and is duly organized and existing under the laws of the State of Delaware;

WHEREAS, the Manager of the Parent Entity and the Board of Directors of the Subsidiary Entity have determined that it is advisable that the Subsidiary Entity be merged into the Parent Entity on the terms and conditions hereinafter set forth;

NOW THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties herein contained, it is agreed that in accordance with the applicable statutes of the State of Florida and the State of Delaware, the Subsidiary Entity shall be at the effective time of the merger merged with and into the Parent Entity, which shall be the surviving entity, and that the terms and conditions of such merger and the mode of carrying it into effect shall be as follows:

ARTICLE I – MERGER OF THE SUBSIDIARY ENTITY INTO THE PARENT ENTITY

- 1.1 At the Effective Time of the Merger, as defined below, the Subsidiary Entity shall be merged with and into the Parent Entity (the "Merger"), the separate existence of the Subsidiary Entity shall cease and the Parent Entity, as the surviving entity, shall continue in existence as the Parent Entity and without other transfer or assumption, succeed to and possess all the estate, properties, rights, privileges, immunities and franchises, of a public as well as of a private nature, of the Subsidiary Entity; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to the Subsidiary Entity, shall be taken and deemed to be transferred to and vested in the Parent Entity without further act or deed, as provided by applicable law.
- 1.2 The Parent Entity and the Subsidiary Entity shall each take or cause to be taken all actions, or do or cause to be done all things necessary, proper or advisable under the laws of the State of Florida and the State of Delaware to consummate and make effective the Merger pursuant to this Plan of Merger.
- 1.3 If at any time the Parent Entity shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Subsidiary Entity, as of the Effective Time of the Merger, as defined below, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

ARTICLE II – EFFECTIVE TIME

- 2.1 The Merger shall become effective as of the date and time (the “Effective Time”) when this Plan has been filed with the Secretary of State of the State of Florida.
- 2.2 The effect of the Merger is as prescribed by law.

ARTICLE III – ARTICLES OF ORGANIZATION OF PARENT ENTITY; GOVERNING LAW

- 3.1 From and after the Effective Time of the Merger and until thereafter amended as provided by law, the Articles of Organization of the Parent Entity shall be the Articles of Organization of the merged entity.
- 3.2 The Parent Entity shall be governed under the laws of the State of Florida.

ARTICLE IV – CANCELLATION OF CAPITAL STOCK OF SUBSIDIARY ENTITY

- 4.1 At the Effective Time
 - i. Each share of the common stock of the Subsidiary Entity outstanding immediately prior to the Effective Time, and all shares of treasury stock and all rights in respect thereof, shall automatically and without any action on the part of the holder thereof, cease to exist and shall be cancelled;
 - ii. Each membership unit of the Parent Entity outstanding immediately prior to the Effective Time shall continue to be outstanding and shall not be changed, but shall remain the same as immediately before the Merger.

ARTICLE V – MEMBERS AND MANAGERS; ADDRESS

- 5.1 When the Merger becomes effective, the members and manager of the Parent Entity shall be the same as immediately before the Merger.
- 5.2 The address of the principal office of the merged entity in the State of Florida will be 1111 Brickell Avenue, Suite 1300, Miami, Florida 33131.

ARTICLE VI – COUNTERPARTS

- 6.1 This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

[Signatures on Next Page]

IN WITNESS WHEREOF, the Parties have executed this Plan of Merger.

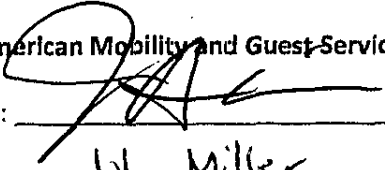
Scooterbug Acquisition Holdings, LLC

By:  _____

Name: John Miller

Title: Manager

American Mobility and Guest Services, Inc.

By:  _____

Name: John Miller

Title: President