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MERGER OR SHARE EXCHANGE
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ARTICLES OF MERGER

PURSUANT TO THE PROVISIONS of Sections 608.4382, *Florida Statutes*, these Articles of Merger are entered into and adopted by and between HAS PROPERTIES, LLC, a Florida limited liability company (Florida document number L10000118124) (hereinafter "FLORIDA"), and HAS PROPERTIES, LLC, a Louisiana limited liability company (hereinafter "LOUISIANA"), for the purpose of merging them into one of such entities.

1. FLORIDA and LOUISIANA have adopted the attached Plan of Merger.
2. After the merger, the name of the surviving entity is HAS PROPERTIES, LLC, and the surviving entity is a Florida limited liability company.
3. The Plan of Merger was adopted by FLORIDA and LOUISIANA pursuant to Section 608.4381, *Florida Statutes*, the applicable laws of the State of Louisiana, and in accordance with the Operating Agreements for FLORIDA and LOUISIANA.
4. The Plan of Merger was adopted on the 15th day of November, 2010, by action of the members of FLORIDA.
5. The Plan of Merger was adopted on the 15th day of November, 2010, by action of the members of LOUISIANA.
6. The Plan of Merger is effective for accounting purposes and all other purposes on the 1st day of December, 2010.

Dated on the dates set forth below.


[SIGNATURE PAGE FOLLOWS]

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HAS PROPERTIES, LLC,
~~a Florida limited liability company~~

By: 
Fred H. Fenn, Jr., Manager/Member

Date: November 15, 2010

HAS PROPERTIES, LLC,
~~a Louisiana limited liability company~~

By: 
Fred H. Fenn, Jr., Manager/Member

Date: NOVEMBER 15, 2010

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PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between HAS PROPERTIES, LLC, a Florida limited liability company (hereinafter "FLORIDA"), and HAS PROPERTIES, LLC, a Louisiana limited liability company (hereinafter "LOUISIANA").

S T I P U L A T I O N S:

A. FLORIDA is a limited liability company organized and existing under the laws of the State of Florida with its principal place of business at 246 Matties Way, Destin, Florida 32541. The members and the membership interests of the LLC are as follows:

Fred H. Fenn, Jr. and Carol H. Fenn 100%

B. LOUISIANA is a limited liability company organized and existing under the laws of the State of Louisiana with its principal place of business at 726 Highlandia Drive, Baton Rouge, Louisiana 70810. The members and the membership interests of the LLC are as follows:

Fred H. Fenn, Jr. and Carol H. Fenn 100%

C. The members of FLORIDA and the members of LOUISIANA deem it desirable and in the best interest of the LLC's that LOUISIANA be merged into FLORIDA pursuant to the provisions of Sections 608.438, et seq., *Florida Statutes*, with FLORIDA being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, FLORIDA and LOUISIANA AGREE AS FOLLOWS:

Section 1. Merger. LOUISIANA shall merge with and into FLORIDA, and FLORIDA shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of LOUISIANA shall cease, and FLORIDA shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of LOUISIANA without the necessity for any separate transfer. FLORIDA shall thereafter be responsible for all of the liabilities and obligations of LOUISIANA, and neither the rights of creditors nor any liens on the property of LOUISIANA shall be impaired by the merger.

Section 3. Conversion of Interests in LOUISIANA to Interests in FLORIDA. Because the membership interests in FLORIDA and LOUISIANA are identical prior to the merger and the parties desire to maintain the existing membership in the surviving LLC after the merger, no additional membership interests will be issued as a result of the merger. After the merger, the membership interests in the surviving LLC will continue to be as follows:

Fred H. Fenn, Jr. and Carol H. Fenn

100%

Section 4. Changes in Articles of Organization of Surviving LLC. The Articles of Organization of FLORIDA, the surviving LLC, shall continue to be its Articles of Organization following the merger.

Section 5. Changes in Operating Agreement of Surviving LLC. The Operating Agreement of FLORIDA, the surviving LLC, shall continue to be its Operating Agreement following the merger unless and until revised in accordance with the Articles of Organization and the Operating Agreement of FLORIDA.

Section 6. Effective Date of Merger. The effective date of this merger shall be the 1st day of December, 2010.

Section 7. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

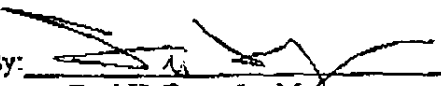
Dated on the dates set forth below.

HAS PROPERTIES, LLC,
a Florida Limited Liability Company

By: 
Fred H. Fenn, Jr., Manager

Date: NOVEMBER 15, 2010

HAS PROPERTIES, LLC,
a Louisiana Limited Liability Company

By: 
Fred H. Fenn, Jr., Manager

Date: NOVEMBER 15, 2010

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