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MERGER OR SHARE EXCHANGE
EMERALD ARCHITECTURE, LLC

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| Certificate of Status | 0 |
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A. LUNT

JAN - 4 2010

EXAMINER

\$90.00

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 EMERALD ARCHITECTURE, LLC, a Florida limited liability company, and EMERALD ARCHITECTURE, P.C., an Alabama professional corporation, for the purpose of merging them into one of such entities.

1. EMERALD ARCHITECTURE, LLC and EMERALD ARCHITECTURE, P.C. have adopted the attached Plan of Merger.

2. After the merger, the surviving entity shall be EMERALD ARCHITECTURE, LLC, which is a Florida limited liability company.

3. The Plan of Merger was adopted by EMERALD ARCHITECTURE, LLC and EMERALD ARCHITECTURE, P.C. pursuant to Section 608.4381, *Florida Statutes*, the applicable laws of the State of Alabama, and in accordance with the Operating Agreement for EMERALD ARCHITECTURE, LLC and the Articles of Incorporation and Bylaws of EMERALD ARCHITECTURE, P.C.

4. The Plan of Merger was adopted on the 23rd day of December, 2010, by action of the members of EMERALD ARCHITECTURE, LLC.

5. The Plan of Merger was adopted on the 23rd day of December, 2010, by action of the stockholders of EMERALD ARCHITECTURE, P.C.

6. The Plan of Merger is effective for accounting purposes and all other purposes on December 30, 2010.

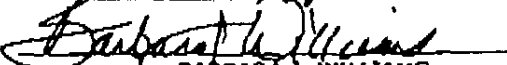
Dated on the dates set forth below.

EMERALD ARCHITECTURE, LLC

PAUL L. WILLIAMS and BARBARA J. WILLIAMS,
husband and wife, as tenants by the entireties


PAUL L. WILLIAMS

Date: 12/30, 2010



BARBARA J. WILLIAMS

Date: 12/30, 2010

EMERALD ARCHITECTURE, P.C.


PAUL L. WILLIAMS, Stockholder

Date: 12/30, 2010


BARBARA J. WILLIAMS, Stockholder

Date: 12/30, 2010

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STATE OF ALABAMA
CLERK OF THE COURT

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between EMERALD ARCHITECTURE, LLC, a Florida limited liability company, and EMERALD ARCHITECTURE, P.C., an Alabama professional corporation.

STIPULATIONS:

A. EMERALD ARCHITECTURE, LLC (the "LLC") is a limited liability company organized and existing under the laws of the State of Florida with its principal place of business at 1308 Pompano Road, Panama City Beach, FL 32411. The members and the membership interests of the LLC are PAUL L. WILLIAMS and BARBARA J. WILLIAMS, husband and wife, as tenants by the entirety. The address of the members of the LLC is 1308 Pompano Road, Panama City Beach, FL 32411.

B. EMERALD ARCHITECTURE, P.C. (the "P.C.") is a professional corporation organized and existing under the laws of the State of Alabama with its principal place of business at 31899 River Road, Orange Beach, AL 36561. The stockholders and the stock ownership of the P.C. are PAUL L. WILLIAMS and BARBARA J. WILLIAMS, each as to fifty percent (50%). The address of the stockholders of the P.C. is 31899 River Road, Orange Beach, AL 36561.

C. The members of EMERALD ARCHITECTURE, LLC and the stockholders of EMERALD ARCHITECTURE, P.C. deem it desirable and in the mutual best interests of each that EMERALD ARCHITECTURE, P.C. be merged into EMERALD ARCHITECTURE, LLC pursuant to the provisions of Sections 608.438, et seq., *Florida Statutes*, with EMERALD ARCHITECTURE, LLC being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND CERTIFY TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, EMERALD ARCHITECTURE, LLC and EMERALD ARCHITECTURE, P.C. AGREE AS FOLLOWS:

Section 1. Merger. EMERALD ARCHITECTURE, P.C. shall merge with and into EMERALD ARCHITECTURE, LLC, which shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of EMERALD ARCHITECTURE, P.C. shall cease, and EMERALD ARCHITECTURE, LLC

shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of EMERALD ARCHITECTURE, P.C. without the necessity for any separate transfer. EMERALD ARCHITECTURE, LLC shall thereafter be responsible for all of the liabilities and obligations of EMERALD ARCHITECTURE, P.C., and neither the rights of creditors nor any liens on the property of EMERALD ARCHITECTURE, P.C. shall be impaired by the merger.

Section 3. Conversion of Interests in EMERALD ARCHITECTURE, P.C. to Interests in EMERALD ARCHITECTURE, LLC. Because the membership interests in EMERALD ARCHITECTURE, LLC and the stock ownership of EMERALD ARCHITECTURE, P.C. are essentially identical prior to the merger and the parties desire to maintain the existing ownership in the surviving LLC after the merger, no additional membership interest will be issued as a result of the merger. After the merger, the membership interests in the surviving LLC will continue to be PAUL L. WILLIAMS and BARBARA J. WILLIAMS, husband and wife, as tenants by the entireties.

Section 4. Effective Date of Merger. The effective date of this merger shall be December 30, 2010.

Dated on the dates set forth below.

EMERALD ARCHITECTURE, LLC

PAUL L. WILLIAMS and BARBARA J. WILLIAMS,
husband and wife, as tenants by the entireties


PAUL L. WILLIAMS

Date: 12/30, 2010


BARBARA J. WILLIAMS

Date: 12/30, 2010

EMERALD ARCHITECTURE, P.C.


PAUL L. WILLIAMS, Stockholder

Date: 12/30, 2010


BARBARA J. WILLIAMS, Stockholder

Date: 12/30, 2010