

Division of Corporations

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**MERGER OR SHARE EXCHANGE
GRANT'S GARDENS, INC.**

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Merger
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ARTICLES OF MERGER OF
G & G SARASOTA LAND, LLC,
INTO
GRANT'S GARDENS, INC.

EFFECTIVE DATE
12/31/12

GRANT'S GARDENS, INC., a Florida corporation ("Corporation"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of G & G SARASOTA LAND, LLC, a Florida limited liability company ("LLC"), with and into Corporation. Corporation shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Corporation in accordance with Section 607.1103, Florida Statutes.
3. The foregoing Plan of Merger was approved by LLC in accordance with Section 608.438, Florida Statutes.
4. The effective date of the merger is December 31, 2012.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities this 27th day of December 2012.

G & G SARASOTA LAND, LLC,
a Florida limited liability company

By: [Signature]
Grant S. Beatt
As its Manager

By: [Signature]
Danielle B. Beatt
As its Manager

GRANT'S GARDENS, INC.,
a Florida corporation

By: [Signature]
Grant S. Beatt
As its President

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EXHIBIT A

**PLAN OF MERGER
OF G & G SARASOTA LAND, LLC,
WITH AND INTO
GRANT'S GARDENS, INC.**

G & G SARASOTA LAND, LLC, a Florida limited liability company, and **GRANT'S GARDENS, INC.**, a Florida corporation, hereby adopt and approve the following plan as the Plan of Merger required by Sections 608.438 and 607.1108, Florida Statutes ("Plan of Merger"). The terms of the plan are as follows:

1. The names of the business entities planning to merge are **G & G SARASOTA LAND, LLC**, a Florida limited liability company ("LLC"), and **GRANT'S GARDENS, INC.**, a Florida corporation ("Corporation"). As a result of this merger (the "Merger"): (a) LLC will be merged with and into Corporation, (b) the separate corporate existence of LLC will cease, (c) Corporation will be the sole surviving business entity, and (d) Corporation will assume the assets and liabilities of LLC.

2. The Merger will be effective on December 31, 2012 (the "Effective Date").

3. As a result of the Merger, the membership interest of the Members of LLC will be cancelled. No change will occur in the shares of common stock of Corporation issued and outstanding on the effective date.

4. LLC is a manager-managed limited liability company, and LLC's Managers are Grant S. Beatt and Danielle B. Beatt.

5. This Plan of Merger will be submitted to the shareholders of Corporation for their approval. This Plan of Merger will be submitted to the Members and Managers of LLC for their approval. The Articles of Incorporation for Corporation will not differ from its Articles of Incorporation before the Merger, and the shareholders of Corporation whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

6. The Members and Managers of LLC and the directors of the Corporation are hereby authorized to amend this Plan of Merger at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

7. There are no other terms of or conditions to the Merger.