

P02000054768

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Are
12/27/06

ALBERT J. STOPKA, III, P.A.

ATTORNEY AT LAW
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Lynn Haven, FL 32444

Telephone: (850) 785-6600

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December 21, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Federal Express

RE: Jeffcoat Enterprises, Inc.
Our File No. 553.1
Jeffcoat Enterprises II, Inc.
Our File No. 1001.1

To Whom It May Concern:

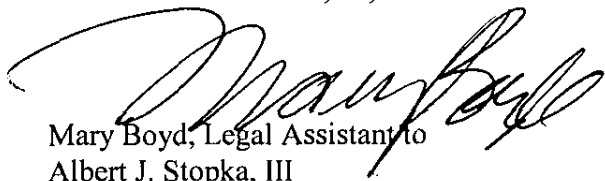
Enclosed please find the original and one copy of the Articles of Merger (Profit Corporation) in connection with the above referenced corporations, together with our firm's check in the amount of \$70.00 for payment of the following costs:

Filing Fees	\$ 70.00 (1 Surviving & 1 Merging Corp.)
Certified Copy	\$ <u>8.75</u>
	\$ 78.75

Please file the Articles of Merger to be effective December 31, 2006, and provide our office with a certified copy of the filed Articles. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to give me a call.

Sincerely,

ALBERT J. STOPKA, III, P.A.


Mary Boyd, Legal Assistant to
Albert J. Stopka, III

mb

EFFECTIVE DATE
12/31/06

ARTICLES OF MERGER FILED

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JEFFCOAT ENTERPRISES, INC.	FLORIDA	P02000054768

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JEFFCOAT ENTERPRISES II, INC.	FLORIDA	P05000068673
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31, 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 21, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 21, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

JEFFCOAT ENTERPRISES, INC.

Russell Cook

Russell Prothro - P/T

JEFFCOAT ENTERPRISES, INC.

.. Amir Patel

Janie Prothro - V/S

JEFFCOAT ENTERPRISES II, INC.

INC. Russell Proctor

Russell Prothro - P/T

JEFFCOAT ENTERPRISES II, INC.

INC. James Prothro

Janie Prothro - V/S

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

JEFFCOAT ENTERPRISES, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

JEFFCOAT ENTERPRISES II, INC.

FLORIDA

Third: The terms and conditions of the merger are as follows:

Upon filing of the Articles of Merge, Jeffcoat Enterprises, Inc., will be the surviving entity. All stock in Jeffcoat Enterprises II, Inc. will be surrendered to the surviving entity. All property, assets and liability of the merging entity shall become the property, assets and liabilities of the surviving entity.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Both the surviving corporation and the merging corporation had the same shareholders in the same percentages. Upon completion of the merger, the shares of the merging entity will be transferred to the surviving corporation and the shares and percentages of shareholder interests in the surviving corporation shall remain the same.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

NONE

OR

Restated articles are attached:

NONE

Other provisions relating to the merger are as follows:

NONE