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MERGER OR SHARE EXCHANGE

Sunshine Companies of America, Inc.

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July 31, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUNSHINE COMPANIES OF AMERICA, INC.
135 TERRY DR
PENSACOLA, FL 32503

SUBJECT: SUNSHINE COMPANIES OF AMERICA, INC.
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**ARTICLES OF MERGER OF
LEE'S SUNSHINE ENTERPRISES, INC.
AND
SUNSHINE COMPANIES OF AMERICA, INC.**

Pursuant to the provisions of the Florida Business Corporation Act (the "Corporate Act") and the corresponding Alabama Law, Lee's Sunshine Enterprises, Inc., an Alabama corporation, and Sunshine Companies of America, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the companies which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Sunshine Companies of America, Inc. ("SCOA") and Lee's Sunshine Enterprises, Inc. ("Enterprises").

2. SCOA is the surviving company in the Merger. A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.

3. The Plan of Merger was adopted by the Board of Directors and shareholders of Enterprises on January 1, 2006 by written consent in lieu of holding special meetings, pursuant to Alabama law.

4. The Plan of Merger was adopted by the Board of Directors and shareholders of SCOA on January 1, 2006 by written consent in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Corporate Act.

The parties have caused these Articles of Merger to be executed
day of January, 2006.

this 1st

SUNSHINE COMPANIES OF AMERICA, INC.

By: 
Robert E. Noell, Jr., President

LEE'S SUNSHINE ENTERPRISES, INC

By: 
Robert E. Noell, Jr., President

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PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of January 1, 2006, by Sunshine Companies of America, Inc., a Florida corporation ("SCOA") and Lee's Sunshine Enterprises, Inc., an Alabama corporation ("Enterprises").

RECITALS

The board of directors and shareholders of Enterprises and the board of directors and shareholders of SCOA have determined that it is advisable and in the best interests of each such company and its respective shareholders that Enterprises be merged with and into SCOA (the "Merger") on the terms and subject to the conditions set forth therein.

ARTICLE I**THE MERGER**

At the Effective Time (as defined in Article V hereof), Enterprises shall be merged with and into SCOA in accordance with the Florida Business Corporation Act (the "Corporate Act") and the corresponding Alabama State Laws, the separate existence of Enterprises shall cease, and SCOA shall thereafter continue as the surviving company (the "Surviving Company") under the laws of the State of Florida.

ARTICLE II**THE SURVIVING COMPANY/SHAREHOLDERS**

A. At the Effective Time, the Articles of Incorporation of SCOA, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Company.

B. At the Effective Time, the shareholders, officers and directors of SCOA (who are also the shareholders, officers and directors of Enterprises) shall be the shareholders, officers and directors of the Surviving Company.

ARTICLE III**MANNER AND BASIS OF CONVERTING SHARES**

A. At the Effective Time, the stock of Enterprises (the "Enterprises Common Stock") held by its shareholders, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and extinguished without any conversion thereof.

B. At the Effective Time, any Enterprises Common Stock held in treasury shall be

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cancelled and extinguished without any conversion thereof.

ARTICLE IV

EFFECT OF MERGER

At the Effective Time, all property, rights, privileges, powers, and franchises of Enterprises and SCOA shall vest in the Surviving Company, and all liabilities and obligations of Enterprises and SCOA shall become liabilities and obligations of the Surviving Company.

ARTICLE V

EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean January 1, 2006.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

SUNSHINE COMPANIES OF AMERICA, INC.

By: [Signature]
Robert E. Noell, Jr., President

LEE'S SUNSHINE ENTERPRISES, INC

By: [Signature]
Robert E. Noell, Jr., President

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