

PD20000091625

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

JOBECOS DEVELOPMENT VIII, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

JOBECOS DEVELOPMENT V, L.L.C. A FLORIDA ENTITY

INTO

JOBECOS DEVELOPMENT VIII, INC., a Florida entity, P02000091625

File date: September 3, 2002

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER
OF
JOBECOS DEVELOPMENT V, L.L.C.
INTO
JOBECOS DEVELOPMENT VIII, INC.

L-1633
POA-91625

Jobecos Development VIII, Inc., a Florida corporation ("Jobecos VIII"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Jobecos Development V, L.L.C., a Florida limited liability company ("Jobecos V"), with and into Jobecos VIII. Jobecos VIII 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 Jobecos V in accordance with Section 607.1103, Florida Statutes.
3. The foregoing Plan of Merger was approved by Jobecos VIII in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the later of August 23, 2002, or the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

Jobecos Development V, L.L.C.,
a Florida limited liability company

By:


James A. Connelly
As its Manager

Jobecos Development VIII, Inc.,
a Florida corporation

By:


James A. Connelly
As its President

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EXHIBIT A

**PLAN OF MERGER
OF JOBECOS DEVELOPMENT V, L.L.C.
WITH AND INTO
JOBECOS DEVELOPMENT VIII, INC.**

Jobecos Development V, L.L.C., a Florida manager-managed limited liability company, and Jobecos Development VIII, 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. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Jobecos Development V, L.L.C., a Florida limited liability company, ("Jobecos V") and Jobecos Development VIII, Inc., a Florida corporation, ("Jobecos VIII"). As a result of the merger, Jobecos V shall be merged with and into Jobecos VIII. Jobecos VIII shall be the surviving business entity.

2. The merger shall be effective on the later of August 23, 2002, or the date the Articles of Merger filed with the Department of State (the "Effective Date").

3. There are currently no existing shares, obligations or other securities of Jobecos VIII. Each issued and outstanding share in Jobecos V shall be converted into one share in Jobecos VIII in accordance with the following schedule:

Jobecos V Members:	Post-conversion Shares in Jobecos VIII:
James A. Connelly	33 Shares Class A Common Stock 150 Shares Class B Common Stock
Ray R. Joelson	33 Shares Class A Common Stock
Roger Beacom	17 Shares Class A Common Stock 17 Shares Class B Common Stock
Carol Beacom	17 Shares Class A Common Stock 17 Shares Class B Common Stock
Debbie Connelly	150 Shares Class B Common Stock
Dean Joelson	150 Shares Class B Common Stock
Ryan Joelson	150 Shares Class B Common Stock
Allyson Zweifel	133 Shares Class B Common Stock
Andrea Molitor	133 Shares Class B Common Stock

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4. This plan shall be submitted to the Managers and Members of Jobecos V for approval. This plan shall be submitted to the Board of Directors of Jobecos VIII for approval. The Articles of Incorporation of Jobecos VIII will not differ from its Articles before the merger and each shareholder of Jobecos VIII whose shares were outstanding immediately prior to the Effective Date will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. Therefore, pursuant to Section 607.1103(7), Florida Statutes, shareholder approval is not required.

5. The Managers of Jobecos V and the Board of Directors of Jobecos VIII are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

6. There are no other terms of or conditions to the merger.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Manager of Jobecos V and the officer of Jobecos VIII.

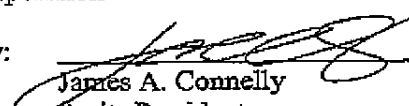
Jobecos Development V, L.L.C., a
Florida limited liability company

By:


James A. Connelly
As its Manager

Jobecos Development VIII, Inc., a Florida
corporation

By:


James A. Connelly
As its President

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