

P02000129992

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FILED
04 DEC 13 PM 12:44
TALLAHASSEE, FLORIDA

Nashville Investor, Inc.

330 Marlin Road
White House, Tennessee 37188
Telephone (615) 672-1332
Facsimile (615) 672-8405

December 8, 2004

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

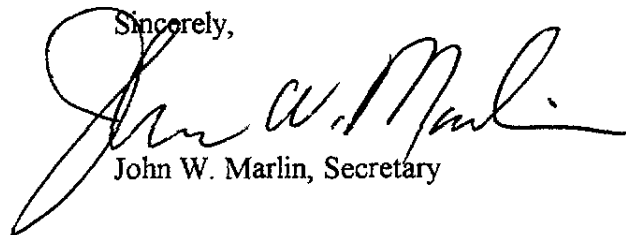
Gentlemen:

Enclosed are the following:

1. Articles of Merger
2. Plan of Merger
3. Check for the \$70.00 filing fee.

If you have any questions, please give me a call.

Sincerely,

A handwritten signature in black ink, appearing to read "John W. Marlin". The signature is fluid and cursive, with a large initial "J" and a long, sweeping underline.

John W. Marlin, Secretary

ARTICLES OF MERGER

of

NASHVILLE INVESTOR, INC., a Florida corporation

with and into

NASHVILLE INVESTOR, INC., a Tennessee corporation

These Articles of Merger are hereby submitted for filing in the offices of the Secretary of State of Tennessee, to effect the merger of Nashville Investor, Inc., a Florida corporation ("Merged Corporation") with and into Nashville Investor, Inc., a Tennessee corporation (the "Surviving Corporation"), in accordance with the provisions of Tennessee Statutes.

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TALLAHASSEE FLORIDA

1. Parties to Merger

The name of each of the parties to this merger, together with the street address of their respective principal offices, jurisdiction of organization, and entity type are as follows:

Name and Street Address	Jurisdiction	Entity Type
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Nashville Investor, Inc.	Florida	Corporation
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5600 North Flagler, #307

West Palm Beach, FL 33407

Florida Document/Reg. No. P02000129992

Date Incorporated December 9, 2002

Nashville Investor, Inc.	Tennessee	Corporation
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330 Marlin Road

White House, TN 37188

Tennessee Control Number 0478205

Date Incorporated September 24, 2004

2. Surviving Entity

The name of the surviving entity following the consummation of this merger, together with the street address of its principal offices, jurisdiction of organization, and entity type are as follows:

Name and Address

Nashville Investor, Inc.
330 Marlin Road
White House, TN 37188

Jurisdiction

Tennessee

Entity Type

Corporation

3. Approval

The attached Plan of Merger has been approved by the sole shareholder of both parties to the merger.

5. Effective Date

The Merger shall become effective as of the date of filing of these Articles of Merger with the Secretary of State of Tennessee and the Secretary of State of Florida.

6. Execution


These Articles of Merger comply with and were executed in accordance with the laws of each party's jurisdiction of organization.

EXECUTED this 8th day of December, 2004 by the following, constituting all of the parties to the Merger.

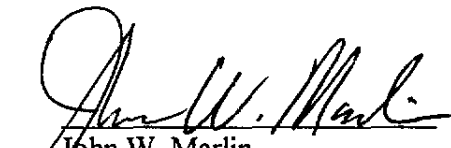
Merged Corporation

Nashville Investor, Inc., a Florida corporation

SOLE SHAREHOLDER AND DIRECTOR:


Patricia A. Marlin

DIRECTOR:


John W. Marlin


Surviving Corporation

Nashville Investor, Inc., a Tennessee corporation

SOLE SHAREHOLDER AND DIRECTOR:


Patricia A. Marlin

DIRECTOR:


John W. Marlin

PLAN OF MERGER

This plan of merger, dated December 8, 2004 (the "Plan"), is adopted by **Nashville Investor, Inc.**, a Florida corporation ("Old Nashville"), and **Nashville Investor, Inc.**, a Tennessee corporation ("New Nashville").

BACKGROUND

In order to change the jurisdiction of organization of Old Nashville from Florida to Tennessee, which change is believed to be in the best interests of the shareholder of Old Nashville, the shareholder of Old Nashville have caused New Nashville to be organized as a Tennessee corporation, and desire to cause Old Nashville to merge with and into New Nashville, with New Nashville as the surviving corporation.

1. MERGER

On the Effective Date, Old Nashville shall be merged with and into New Nashville (the Merger) in accordance with the provisions of this Plan.

2. APPROVAL OF SHAREHOLDER

The sole shareholder of Old Nashville and New Nashville has approved this Plan and the Merger contemplated hereby.

3. EFFECTIVE DATE

The Merger shall become effective immediately upon the later of the filing of Articles of Merger with the Secretary of State of Tennessee and the filing of Articles of Merger with the Secretary of State of Florida. The time of such effectiveness is hereafter called the 'Effective Date'.

4. SURVIVING CORPORATION

New Nashville shall be the surviving corporation of the Merger and shall continue to be governed by the Laws of the State of Tennessee. On the Effective Date, the separate corporation existence of Old Nashville shall cease.

5. CONVERSION OF OUTSTANDING INTERESTS IN OLD NASHVILLE

Forthwith upon the Effective Date, all shares of stock in Old Nashville and all rights in respect thereof shall be converted into the same number of shares of stock in New Nashville, and each certificate representing shares of stock in Old Nashville shall for all purposes be deemed to evidence the ownership of the same number of shares of stock in New Nashville. Stock

certificates in Old Nashville presented to the New Nashville for transfer following the Effective Date will be replaced with certificates for the same number of shares of stock in New Nashville.

6. RIGHTS AND LIABILITIES OF NEW NASHVILLE

At and after the Effective Date, the title to all real estate and other property, or any interest therein, owned by each of Old Nashville and New Nashville shall be vested in New Nashville without reversion or impairment; New Nashville shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchise, both public and private, and all of the property, real, personal and mixed of each of Old Nashville and New Nashville without reversion or impairment; New Nashville shall thenceforth be responsible and liable for all the liabilities and obligations of each Old Nashville and New Nashville; any claim existing or action or proceeding pending by or against Old Nashville or New Nashville may be continued as if the Merger did not occur or New Nashville may be substituted for Old Nashville in the proceeding; neither the rights of creditors nor any liens upon the property of Old Nashville or New Nashville shall be impaired by the Merger; and New Nashville shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

7. GOVERNING LAW

This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the Laws of the State of Tennessee.

8. DESIGNATION OF FLORIDA SECRETARY OF STATE AS AGENT FOR SERVICE OF PROCESS

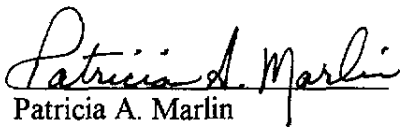
On and after the Effective Date, New Nashville irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any suit or other proceeding to enforce the rights of any shareholder of Old Nashville or New Nashville arising from the Merger. The Florida Secretary of State is requested to mail a copy of any such process to New Nashville at 330 Marlin Road, White House, Tennessee 37188, Attention: John W. Marlin.

IN WITNESS WHEREOF, each of the parties hereto, has caused this Plan to be executed.

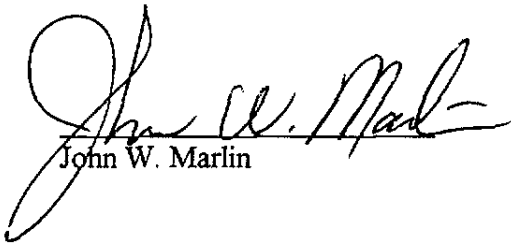
Old Nashville

Nashville Investor, Inc., a Florida
corporation

SOLE SHAREHOLDER AND DIRECTOR:


Patricia A. Marlin

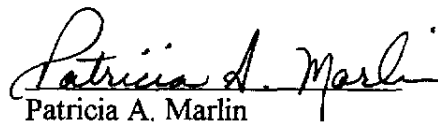
DIRECTOR:


John W. Marlin

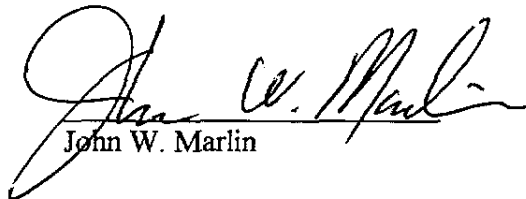
New Nashville

Nashville Investor, Inc., a Tennessee
corporation

SOLE SHAREHOLDER AND DIRECTOR:


Patricia A. Marlin

DIRECTOR:


John W. Marlin