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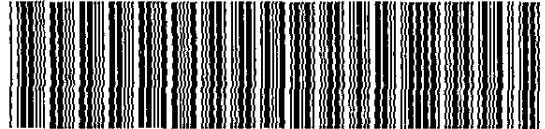
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/30/05--01033--013 **70.00

FILED

2005 DEC 30 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

05 DEC 30 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-05

Merger
G. Ouellette DEC 30 2005

CT CORPORATION

December 30, 2005

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6537435 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

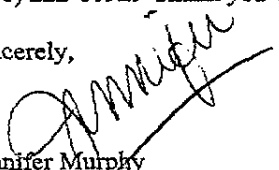
Please file the attached:

Combest Florida, Inc (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,



Jennifer Murphy
Fulfillment Specialist
Jennifer.Murphy@wolterskluwer.com

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960
Tel. 850 222 1092
Fax 850 222 7515

ARTICLES OF MERGER

OF

COMBEST FLORIDA, INC.
a Florida corporation

INTO

COMBEST, INC.
a Georgia corporation

FILED
2005 DEC 30 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107, Florida Statutes, the undersigned corporations certify as follows:

FIRST: The name and jurisdiction of the surviving corporation is Combest, Inc., a Georgia Corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is Combest Florida, Inc., a Florida corporation (the "Merging Corporation").

THIRD: A copy of the Plan of Merger is attached hereto as Exhibit A.

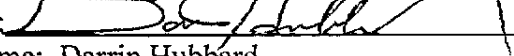
FOURTH: The merger shall become effective on December 31, 2005 at 11:59 p.m. Eastern Standard Time.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on December 22, 2005.

SIXTH: The Plan of Merger was adopted by the shareholders of the Merging Corporation on December 22, 2005.

DATED: December 22, 2005.

COMBEST FLORIDA, INC.
a Florida corporation

By: 
Name: Darrin Hubbard
Title: Vice President

COMBEST, INC.
a Georgia corporation

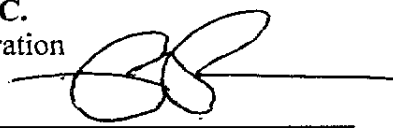
By: 
Name: Richard Pusbach
Title: Chief Executive Officer

Exhibit A

Agreement and Plan of Merger

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated this 29 day of December, 2005 (the "Agreement") is between **COMBEST FLORIDA, INC.**, a Florida corporation ("Combest-FL"), and **COMBEST, INC.**, a Georgia corporation ("Combest"). Combest-FL and Combest are sometimes hereinafter collectively referred to as the "Constituent Companies."

RECITALS:

WHEREAS, the Board of Directors and the shareholders of Combest-FL have determined that it is advisable and in the best interests of Combest-FL that Combest-FL merge with Combest upon the terms and subject to the conditions set forth herein;

WHEREAS, the Board of Directors and shareholders of Combest have determined that it is advisable and in the best interests of Combest that Combest-FL merge with Combest upon the terms and subject to the conditions set forth herein;

WHEREAS, in furtherance of such merger, Combest-FL and Combest wish to enter into this Agreement; and

WHEREAS, this Agreement is entered into in simultaneously with and in contemplation of that certain Agreement and Plan of Merger between Combest and Combest Hospitality, Inc. ("Combest Hospitality") which provides for Combest Hospitality's merger with and into Combest (the "Combest Hospitality Agreement"), and whereas this Agreement and the Combest Hospitality Agreement are intended to be filed together and are intended to be part of one and the same transaction.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, Combest-FL and Combest hereby agree as follows:

ARTICLE I

THE MERGER

1.01 *Merger.* In accordance with the provisions of this Agreement, Section 14-2-1107 of the Georgia Business Corporation Code (the "Code") and Section 607.1107 of the Florida Business Corporation Act (the "Act"), Combest-FL shall merge with and into Combest (the "Merger"), and the surviving consolidated entity shall be known as Combest, Inc. (the "Surviving Company").

1.02 *Filing and Effectiveness.* The Merger shall become effective as of 11:59 p.m. (EST) on December 31, 2005. Promptly following the execution of this Agreement, the Surviving Company shall cause the Merger to be consummated by filing (i) articles of merger (the "Florida Articles of Merger") with the Department of State of the State of Florida pursuant

to Section 607.1107 of the Act and (ii) a certificate of merger (the "Georgia Certificate of Merger") with the Secretary of State of the State of Georgia pursuant to Section 14-2-1107 of the Code. The date and time when the Merger shall become effective, as aforesaid, is herein referred to as the "Effective Date of the Merger."

1.03 *Effect of the Merger.* On the Effective Date of the Merger, Combest-FL shall be merged and consolidated with and into Combest, and the Surviving Company (i) shall succeed to, without other transfer, and possess all of the assets, rights, powers and property of the Constituent Companies as constituted immediately prior to the Effective Date of the Merger; (ii) shall be subject to all actions previously taken by Combest-FL's Board of Directors and Combest's Board of Directors; and (iii) shall succeed, without other transfer, and be subject to all of the debts, liabilities and obligations of the Constituent Companies as constituted immediately prior to the Effective Date of the Merger.

ARTICLE II

CHARTER DOCUMENTS

2.01 *Articles of Incorporation.* The Articles of Incorporation of Combest as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Incorporation of the Surviving Company and shall be in full force and effect until duly amended in accordance with the provisions thereof and applicable law.

2.02 *Bylaws.* The Bylaws of Combest as in effect, and if applicable, immediately prior to the Effective Date of the Merger, shall be the Bylaws of the Surviving Company and shall be in full force and effect until duly amended in accordance with the provisions thereof and applicable law.

2.03 *Directors and Officers.* The directors and officers of Combest immediately prior to the Effective Date of the Merger, shall be the directors and officers of the Surviving Company.

ARTICLE III

EFFECT ON OWNERSHIP

3.01 *Combest-FL Common Stock.* At the Effective Time of the Merger, each share of Combest-FL Common Stock issued and outstanding on the stock transfer records of Combest-FL immediately prior to the Merger (the "Outstanding Combest-FL Stock") held by Combest shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be canceled. Each share of Outstanding Combest-FL Stock held by Darrin Hubbard shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into 4.7633 fully paid and nonassessable shares of Common Stock, no par value per share, of the Surviving Company Common Stock. Any fractional shares of the Surviving Company Common Stock resulting from the conversion of the Outstanding Combest-FL Stock held by Darrin Hubbard shall be rounded down to the nearest whole share.

As soon as practicable after the Effective Time of the Merger, each holder of an outstanding certificate or certificates representing shares of the Common Stock of Combest-FL shall surrender such shares to the Surviving Company, and, upon such surrender, the Surviving Company will issue to such holder a certificate representing the number of shares of Common Stock of the Surviving Company into which the shares of the Common Stock of Combest-FL represented by such certificate or certificates shall have been converted in accordance with Sections 3.01 and 3.02.

3.02 *Combest Common Stock.* At the Effective Time of the merger, each share of Combest Common Stock issued and outstanding on the stock transfer records of Combest immediately prior to the merger shall not be affected by the Merger, and each share of the Common Stock of Combest shall continue to represent one (1) share of the Common Stock of the Surviving Company.

ARTICLE IV

GENERAL PROVISIONS

4.01 *Further Assurances.* From time to time, as and when required by the Surviving Company or by its successors or assigns, there shall be executed and delivered on behalf of the Constituent Companies such deeds and other instruments, and there shall be taken or caused to be taken by them such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by the Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Constituent Companies and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Company is fully authorized in the name and on behalf of the Constituent Companies or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.03 *Abandonment.* At any time before the filing of the Georgia Certificate of Merger with the Secretary of State of the State of Georgia and the Florida Articles of Merger with the Department of State of the State of Florida, this Agreement may be terminated, and the Merger may be abandoned for any reason whatsoever by the respective Board of Directors of the Constituent Companies.

4.04 *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 Georgia.

4.05 *Counterparts.* In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[SIGNATURES ON THE NEXT PAGE]

IN WITNESS WHEREOF, each party hereto has caused this Agreement to be duly executed as of the day and year first written above.

COMBEST FLORIDA, INC.

a Florida corporation

By: 

Name: Darrin Hubbard

Title: Vice President

COMBEST, INC.

a Georgia corporation

By: 

Name: Richard Pusbach

Title: Chief Executive Officer