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MERGER OR SHARE EXCHANGE  
LYCHEE LAND, INC.

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**ARTICLES OF MERGER OF  
TOSCANY LAND ACQUISITION COMPANY, L.L.C.,  
INTO  
LYCHEE LAND, INC.**

LYCHEE LAND, INC., Florida corporation ("Corporation"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of TOSCANY LAND ACQUISITION COMPANY, L.L.C., a Florida limited liability company ("LLC"), with and into Corporation. Corporation 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 Corporation in accordance with Section 607.1103, Florida Statutes.
3. The foregoing Plan of Merger was approved by LLC in accordance with Section 608.438, Florida Statutes.
4. The effective date of the merger is 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.

**TOSCANY LAND ACQUISITION COMPANY,  
L.L.C., a Florida limited liability company**

By: \_\_\_\_\_

Luigi Rastrelli  
As its Manager

**LYCHEE LAND, INC.,  
a Florida corporation**

By: \_\_\_\_\_

Luigi Rastrelli  
As its President

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## EXHIBIT A

**PLAN OF MERGER  
OF TOSCANY LAND ACQUISITION COMPANY, L.L.C.,  
WITH AND INTO  
LYCHEE LAND, INC.**

TOSCANY LAND ACQUISITION COMPANY, L.L.C., a Florida limited liability company, and LYCHEE LAND, INC., a Florida corporation, hereby adopt and approve the following plan as the Plan of Merger required by Sections 606.438 and 607.1108, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are TOSCANY LAND ACQUISITION COMPANY, L.L.C., a Florida limited liability company ("LLC"), and LYCHEE LAND, INC., a Florida corporation ("Corporation"). As a result of the merger, LLC shall be merged with and into Corporation. Corporation shall be the surviving business entity and shall assume the assets and liabilities of LLC.

2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. As a result of the merger, the membership interest of the Member of the LLC shall be cancelled. No change shall occur in the shares of common stock of Corporation issued and outstanding on the effective date.

4. LLC is a manager-managed limited liability company and its Manager is Luigi Rastrelli.

5. This plan shall be submitted to the shareholder of the Corporation for approval. This plan shall be submitted to the Member and Manager of the LLC for approval. The Articles of Incorporation for the Corporation will not differ from its Articles of Incorporation before the merger, and the shareholder of the Corporation whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

6. The Member and Manager of the LLC and the directors of the Corporation 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.

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

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