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(Requestor's Name)

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(City/State/Zip/Phone #)

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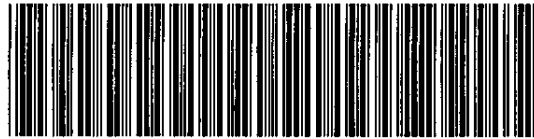
(Business Entity Name)

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07 MAR -5 AM 10:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger

58

# CONELY & CONELY, P.A.

OFFICE LOCATION - 401 NORTHWEST SIXTH STREET, OKEECHOBEE, FLORIDA 34972

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POST OFFICE DRAWER 1367  
OKEECHOBEE, FLORIDA 34973-1367

T.W. CONELY, JR. 1892-1969  
TOM W. CONELY, III

March 1, 2007

TELEPHONE - (863) 763-3825  
FACSIMILE - (863) 763-6856

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

Re: Okeechobee Sub-Mart Corporation /Clewiston Sub-Mart Corporation

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Merger between Okeechobee Sub-Mart Corporation and Clewiston Sub-Mart Corporation, together with our check in the amount of \$78.75 representing filing fee of \$70.00 and \$8.75 for a certified copy.

Also enclosed is a self-addressed stamped envelope for your convenience in returning the certified copy to our office.

Sincerely,



Betty Lanier  
Legal Assistant

Enclosures as stated

**ARTICLES OF MERGER**  
**between**  
**OKEECHOBEE SUB-MART CORPORATION**  
**and**  
**CLEWISTON SUB-MART CORPORATION**

**FILED**  
**07 MAR -5 AM 10:15**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, being the president of OKEECHOBEE SUB-MART CORPORATION, a Florida corporation, and CLEWISTON SUB-MART CORPORATION, a Florida corporation, hereby executes these Articles of Merger, which shall be filed in the office of the Florida Department of State.

**ARTICLE I**  
**Plan of Merger**

A copy of the Plan of Merger is attached as Exhibit "A". OKEECHOBEE SUB-MART CORPORATION shall be the surviving business entity of the merger.

**ARTICLE II**  
**Approval**

The Plan of Merger was adopted by OKEECHOBEE SUB-MART CORPORATION at a meeting of its directors and stockholders held on March 1, 2007. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous for approval of the Plan of Merger.

The Plan of Merger was adopted by CLEWISTON SUB-MART CORPORATION, at a meeting of its directors and stockholders held on March 1, 2007. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous for approval of the Plan of Merger.

**ARTICLE III**  
**Effective Date**

The merger shall be effective on the date of filing of these Articles of Merger by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on March 1, 2007.

OKEECHOBEE SUB-MART  
CORPORATION, a Florida corporation

By: 

Trey W. Bennett, President

CLEWISTON SUB-MART  
CORPORATION, a Florida  
corporation

By: 

Trey W. Bennett, President

**PLAN OF MERGER  
OF  
OKEECHOBEE SUB-MART CORPORATION  
AND  
CLEWISTON SUB-MART, CORPORATION**

This is a plan of merger between OKEECHOBEE SUB-MART CORPORATION, a Florida corporation, and CLEWISTON SUB-MART CORPORATION, a Florida corporation.

**ARTICLE I  
Constituent Business Entities**

The names of each constituent business entity are OKEECHOBEE SUB-MART CORPORATION, a Florida corporation, and CLEWISTON SUB-MART CORPORATION, a Florida corporation..

**ARTICLE II  
Merger**

Pursuant to section 607.1101, Florida Statutes, CLEWISTON SUB-MART CORPORATION, shall be merged into OKEECHOBEE SUB-MART CORPORATION.

**ARTICLE III  
Surviving Business Entity**

OKEECHOBEE SUB-MART CORPORATION, shall be the surviving business entity of the merger.

**ARTICLE IV  
Articles Of Incorporation of Surviving Business Entity**

The articles of incorporation of OKEECHOBEE SUB-MART CORPORATION, as in effect immediately prior to the merger, shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE V  
Officers and Directors of Surviving Business Entity**

The officers and directors of OKEECHOBEE SUB-MART CORPORATION, immediately prior to the merger shall continue to be the officers and directors immediately following the merger.

**ARTICLE VI**  
**Shares of Stock**

All shares of stock of CLEWISTON SUB-MART CORPORATION, shall be surrendered and cancelled. The shares of stock of OKEECHOBEE SUB-MART CORPORATION currently is sued shall remain unchanged and outstanding.

**ARTICLE VII**  
**Assets and Liabilities**

On the effective date of the merger, the separate existence of CLEWISTON SUB-MART CORPORATION, shall cease and OKEECHOBEE SUB-MART CORPORATION, shall, without further action, possess all of the rights and privileges of both corporations existing immediately preceding the merger. All assets of any nature of CLEWISTON SUB-MART CORPORATION, shall, without further action, be vested in OKEECHOBEE SUB-MART CORPORATION, immediately following the merger. Following the merger, OKEECHOBEE SUB-MART, CORPORATION, shall be responsible for all liabilities and obligations of CLEWISTON SUB-MART CORPORATION. Any claim existing or action or proceeding pending against CLEWISTON SUB-MART CORPORATION, may be continued as if the merger did not occur or OKEECHOBEE SUB-MART CORPORATION, may be substituted for CLEWISTON SUB-MART CORPORATION, in any such proceeding. Neither the rights of creditors of nor any liens upon the property of CLEWISTON SUB-MART CORPORATION, shall be impaired by the merger.

**ARTICLE VIII**  
**Effective Date of Merger**


The merger shall be effective upon the filing by the Florida Department of State of articles of merger, or at such other time specified in the articles of merger.

**ARTICLE IX**  
**Abandonment of Plan of Merger**

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the board of directors and shareholders of CLEWISTON SUB-MART CORPORATION, or the board of directors and shareholders of OKEECHOBEE SUB-MART CORPORATION at any time prior to the filing of articles of merger.


IN WITNESS WHEREOF, this plan of merger has been executed by the board of directors, and all officers and shareholders of CLEWISTON SUB-MART CORPORATION, and the board of directors, and all officers and shareholders of OKEECHOBEE SUB-MART CORPORATION, on March 1, 2007.

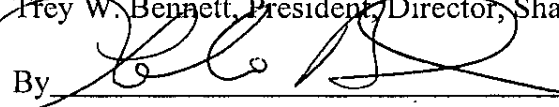
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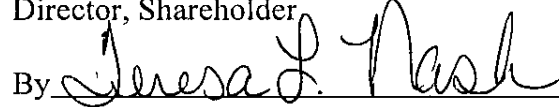
  
As to all parties

  
As to all parties

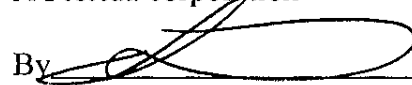
**CLEWISTON SUB-MART CORPORATION**  
A Florida corporation

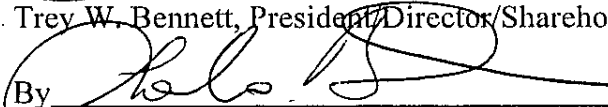
By   
Trey W. Bennett, President/Director, Shareholder

By   
Loralie T. Bennett, Vice-President, Secretary,  
Director, Shareholder

By   
Teresa L. Nash, Director

**OKEECHOBEE SUB-MART CORPORATION**  
A Florida corporation

By   
Trey W. Bennett, President/Director/Shareholder

By   
Loralie T. Bennett, Vice-President/Secretary/  
Director/Shareholder

  
Teresa L. Nash, Director