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(Requestor's Name)

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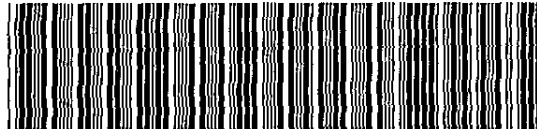
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL 32307

EFFECTIVE DATE
12-31-04

C. Coulllette DEC 09 2004

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STATE
TALLAHASSEE, FL 32307

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cortells, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES AND PLAN OF MERGER

OF

CORTELL'S, INC.
A Maine Corporation

INTO

CORTELL'S, INC.
A Florida Corporation

Pursuant to Chapter 607 of the Florida
Business Corporations Act

FILED
04 DEC - 8 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary of CORTELL'S, INC., a corporation organized and existing under the laws of the State of Maine (hereinafter referred to as "First Party"), and the President and Secretary of CORTELL'S, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Second Party"), hereby certify that:

1. Special meetings of the Shareholders and Board of Directors of CORTELL'S, INC., a Florida corporation, were held on November 8, 2004, after proper notice, for the purpose of adopting an Agreement and Plan of Reorganization and Merger as between First Party and Second Party, with Second Party being the surviving corporation.

2. The name of the surviving corporation is CORTELL'S, INC., and it is to be governed by the laws of the State of Florida.

3. First Party is a corporation organized and existing under the laws of the State of Maine, having been incorporated on October 30, 1934.

4. Second Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 22, 2004.

EFFECTIVE DATE
12-31-04

5. The laws of the State of Florida under which the Second Party is organized permit such a merger.

6. There are no changes in the Articles of Incorporation of the surviving corporation.

7. The Agreement and Plan of Reorganization and Merger was adopted and approved by the Board of Directors and by the Shareholders of First Party in the manner prescribed by the laws of the State of Maine, and was adopted and approved by the Board of Directors and Shareholders of Second Party in the manner prescribed by the laws of the State of Florida.

8. First Party has two hundred (200) shares of common stock outstanding. Second Party has two hundred (200) shares of common stock outstanding. All of said outstanding shares are entitled to vote, and all of the shares entitled to vote, voted for the Agreement and Plan of Reorganization and Merger.

9. On the effective date of the Merger, all rights and respects of the Shareholders of First Party in the common stock of First Party shall be cancelled forthwith, and the certificates representing such shares shall be surrendered and cancelled.

10. This merger shall become effective on December 31, 2004.

The corporate parties hereto have caused these Articles and Plan of Merger to be executed by the duly authorized officers this 8th day of November, 2004.

CORTELL'S, INC., a Maine Corporation

By: Shepard N. Cortell
Shepard N. Cortell, President

By: Shepard N. Cortell
Shepard N. Cortell, Secretary

CORTELL'S, INC., a Florida Corporation

By: Shepard N. Cortell
Shepard N. Cortell, President

By: Shepard N. Cortell
Shepard N. Cortell, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

I hereby certify that on the 8th day of November, 2004, before me personally appeared SHEPARD N. CORTELL, as President and Secretary of CORTELL'S, INC., a Maine corporation, to me known to be the persons described in and who executed the foregoing Articles of Merger and acknowledged the execution thereof to be their free act and deed as such officers, on behalf of the Corporation.

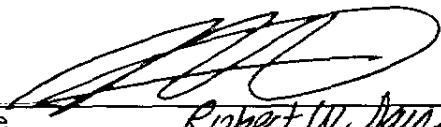
Robert W. Darnell
Print Name Robert W. Darnell
Notary Public, State of Florida
My commission expires:



Robert W Darnell
My Commission DD337575
Expires September 09 2008

STATE OF FLORIDA
COUNTY OF SARASOTA

I hereby certify that on the 8th day of November, 2004, before me personally appeared SHEPARD N. CORTELL, President and Secretary of CORTELL'S, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing Articles of Merger and acknowledged the execution thereof to be their free act and deed as such officers, on behalf of the Corporation.


Print Name Robert W. Darnell
Notary Public, State of Florida
My commission expires:



Robert W Darnell
My Commission DD337575
Expires September 09, 2008

This Document Prepared By:

Robert W. Darnell, Esq.
HANKIN, PERSSON, DAVIS,
McCLENATHEN & DARNELL
1820 Ringling Boulevard
Sarasota, FL 34236
(941) 365-4950

(RWD:sg\w:\2816-3\art-merg.fl)