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TALLAHASSEE, FLORIDA

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November 30, 2005

Via FedEx

Florida Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, FL 32301

Re: Benschoten & Carter Real Estate, Inc.
Our File No. 10119.2

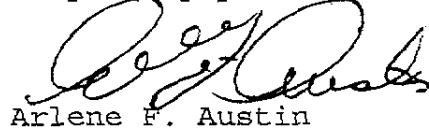
Gentlemen:

Enclosed please find the following documents:

1. Articles of Merger
2. Our check in the sum of \$78.75 for the filing fees and one certified copy

Please return the certified copy to the undersigned once it is filed. If you have any questions or need any assistance, please do not hesitate to contact me.

Very truly yours,



Arlene F. Austin

AFA:jf
Encs.

ARTICLES OF MERGER/SHARE EXCHANGE OF
BENSCHOTEN & CARTER REAL ESTATE, INC., A VIRGINIA CORPORATION
INTO

BENSCHOTEN & CARTER REAL ESTATE, INC., A FLORIDA CORPORATION

ARTICLES OF MERGER/SHARE EXCHANGE between Benschoten & Carter Real Estate, Inc., an Virginia corporation and Benschoten & Carter Real Estate, Inc., a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Benschoten & Carter Real Estate, Inc., adopt the following Articles of Merger/Share Exchange.

1. The Agreement and Plan of Merger/Share Exchange dated November 30th, 2005, ("Plan of Merger/Share Exchange"), between Benschoten & Carter Real Estate, Inc., an Virginia corporation, and Benschoten & Carter Real Estate, Inc., a Florida corporation, was approved and adopted by all of the shareholders of both corporations on November 28th, 2005.

2. Under the Plan of Merger, all issued and outstanding shares of stock will be acquired by means of a merger of Virginia corporation into the Florida corporation the surviving corporation ("Merger").

Elizabeth Terry Carter 100% 4 shares

3. The Plan of Merger/Share Exchange is attached as Exhibit A and incorporated by reference as if fully set forth.

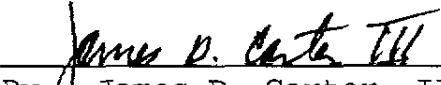
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger/Share Exchange shall be on November 30th, 2005.

IN WITNESS WHEREOF, the parties have set their hands on November 28th, 2005.

ATTEST:

Benschoten & Carter Real
Estate, Inc.


By: Elizabeth Terry Carter


By: James D. Carter, III
Its: President/Secretary

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLAN OF MERGER

Merger between Benschoten & Carter Real Estate, Inc., a Florida corporation, (the "Surviving Corp.") and Benschoten & Carter Real Estate, Inc., a Virginia corporation, (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law. The Close Corporation Agreement shall remain in full force and effect.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for equal shares of Benschoten & Carter Real Estate, Inc., a Florida corporation, in accordance with this Plan.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper

acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.


6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be October ____, 2005, as specified herein or in the Agreement of Reorganization.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

Dated: 11-28-05


Elizabeth Terry Carter


James D. Carter, III

OWNERSHIP OF SHARES

<u>Name of</u> <u>Shareholder</u>	<u>% of</u> <u>Interest</u>	<u># of</u> <u>Shares</u>
Elizabeth Terry Carter	100%	4 shares
TOTAL # SHARES ISSUED		4 SHARES