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Division of Corporations
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MERGER OR SHARE EXCHANGE

MLS Realty of Atlanta, Inc.

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**ARTICLES OF MERGER
OF
ALLEE SERVICES OF ATLANTA, INC.
WITH AND INTO
MLS REALTY OF ATLANTA, INC.**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The exact name and jurisdiction for the merging party are as follows:

Allee Services of Atlanta, Inc.

Florida

Florida Doc. Number:
P99000037324

SECOND: The exact name and jurisdiction for the surviving party are as follows:

MLS Realty of Atlanta, Inc.

Florida

Florida Doc. Number:
P05000168234

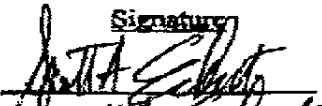
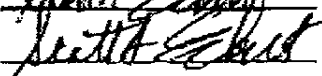
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective upon filing.

FIFTH: Adoption of Plan of Merger by the surviving corporation: The Plan of Merger was adopted by the shareholders of the surviving corporation on July 6, 2006.

SIXTH: Adoption of Plan of Merger by the merging corporation: The Plan of Merger was adopted by the shareholders of the merging corporation on July 6, 2006.

SEVENTH: Signatures for each entity:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
Allee Services of Atlanta, Inc.		Scott A. Eckert, President
MLS Realty of Atlanta, Inc.		Scott A. Eckert, President

PLAN OF MERGER
TO THE
ARTICLES OF MERGER
OF
ALLEE SERVICES OF ATLANTA, INC.
WITH AND INTO
MLS REALTY OF ATLANTA, INC.

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes.

1. The name and jurisdiction of incorporation of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
MLS Realty of Atlanta, Inc. ("MLS Realty")	Florida

2. The name and jurisdiction of incorporation of the merging company:

<u>Name</u>	<u>Jurisdiction</u>
Allee Services of Atlanta, Inc. ("Merger Sub")	Florida

3. The terms and conditions of the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging company shall be transferred to and vested in the surviving corporation without further act or deed, and all property (including real, personal and intellectual) of the merging company shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging company shall become obligations of the surviving corporation.

(C) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of MLS Realty immediately prior to the merger shall survive as the Articles of Incorporation and Bylaws of the surviving corporation.

(D) Officers and Directors. The officers and directors of MLS Realty immediately prior to the merger shall survive as the officers and directors of the surviving corporation.

(E) Effective Date. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

4. The manner and basis of converting shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving

corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

(A) Common Stock of Merging Company Converts to Surviving Corporation's Common Stock. Each issued and outstanding share of common stock, par value \$.01 per share, of the merging company (the "Merging Common Stock") shall be converted into and become one (1) fully paid and nonassessable share of common stock, par value \$.01 per share, of the surviving corporation (the "Surviving Corporation Common Stock"). Each stock certificate of Merging Common Stock shall evidence ownership of such shares of Surviving Corporation Common Stock.