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P. 02/06

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MERGER OR SHARE EXCHANGE

Axlom Building and Investment, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$108.75

\$78.75

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7/18/2006 3:34

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PAGE 001/001 Florida Dept of State

P. 01/06



July 18, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

AXIOM BUILDING AND INVESTMENT, INC.

904 16TH STREET NORTH

JACKSONVILLE BCH, FL 32250

SUBJECT: AXIOM BUILDING AND INVESTMENT, INC.

REF: P03000139966

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The fee to file is \$35.00 per party and \$8.75 for the certificate of status. Totaling \$78.75.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Abritton  
Document Specialist

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DIVISION OF CORPORATIONS

P.O. BOX 6327 - Tallahassee, Florida 32314

H06000182801 3

ARTICLES AND PLAN OF MERGER  
OF  
AXIOM BUILDING AND INVESTMENT, INC.  
(the "Merged Corporation")  
INTO  
AXIOM/LEGACY, INC.  
(the "Surviving Corporation")  
AND  
CHANGING NAME OF  
AXIOM/LEGACY, INC.  
TO  
AXIOM BUILDING AND INVESTMENT, INC.

FILED  
06 JUL 19 AM 10:00  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER effective July 11, 2006  
for tax and accounting purposes, between AXIOM/LEGACY, INC., a  
Florida corporation, hereinafter called "Surviving Corporation,"  
and AXIOM BUILDING AND INVESTMENT, INC., a Florida corporation,  
hereinafter called "Merged Corporation".

WHEREAS, Surviving Corporation is a corporation organized and  
existing under the laws of the State of Florida with 7,500 shares  
of authorized common stock of \$1.00 par value and is a wholly  
owned subsidiary of LEGACY III BUILDERS, INC., a Florida  
corporation the "Parent Corporation"), with 10,000 shares of  
authorized common stock par value \$1.00 per shares of which 100  
shares are voting and 9,900 are nonvoting; and the Merged Corpo-  
ration is a corporation organized under the laws of the State of  
Florida with 1,000 shares of authorized common stock of \$1.00 par  
value; and

WHEREAS, the directors of the Surviving Corporation and the  
Merged Corporation, respectively deem it desirable and in the best  
interests of the corporations and their shareholders that the  
Merged Corporation be merged into the Surviving Corporation as a  
"forward triangular merger" and the corporations desire that they  
so merge under and pursuant to the laws of the State of Florida;  
and

H06000182801 3

H06000182801 3

WHEREAS, all of the shareholders of the Surviving Corporation and the Merged Corporation and the Parent Corporation have approved these Articles and Plan of Merger at a meeting held on July 11, 2006.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES ADOPT ARTICLES AND PLAN OF MERGER AS FOLLOWS:

1. Effective July 11, 2006 for tax and accounting purposes, the "Effective Date", the Merged Corporation shall be deemed to have merged with and into the Surviving Corporation which shall survive the merger and which shall have the same name as heretofore.

2. The name of the Surviving Corporation shall be changed to AXIOM BUILDING AND INVESTMENT, INC. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it are general in nature and shall be as set forth in the Articles of Incorporation of the Surviving Corporation.

3. On the effective date of the merger, the By-laws of AXIOM/LEGACY, INC. shall be the By-laws of the Surviving Corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

4. The Surviving Corporation shall have the same directors and officers as the Parent Corporation who shall hold office until the next annual meeting of the shareholders of the Surviving Corporation, and until their successors have been elected and qualified.

5. The Surviving Corporation is a wholly owned subsidiary of the Parent Corporation. Since the Surviving Corporation is and will remain a wholly owned subsidiary of the Parent Corporation, stock in the Parent Corporation will be issued to the shareholders of the Merged Corporation. On the effective date of the merger, the total amount of capital stock of the Surviving Corporation to be authorized shall be 10,000 shares of \$1.00 par value common

H06000182801 3

stock. There are presently outstanding and issued 500 shares (5 voting and 495 nonvoting) of \$1.00 par value common stock of the Parent Corporation and 1,000 shares of \$1.00 par value common stock of the Merged Corporation. On the effective date of the merger, all of the shares of the common stock of the Merged Corporation outstanding immediately prior to the effective date of this merger shall be converted into and become 500 shares (5 voting and 495 nonvoting) of the outstanding common stock of the Parent Corporation outstanding immediately prior to the effective date of this merger. Each share of stock of the Parent Corporation outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of stock of the Parent Corporation.

6. On the effective date of the merger, all of the property (tangible and intangible), rights, privileges and franchises, of whatsoever nature and description, of the Merged Corporation, including without limitation any chosen in action lawsuits, mortgages, promissory notes and security interests, belonging to the Merged Corporation, shall be transferred to, vested in and shall devolve upon the Surviving Corporation, without further act or deed; and all property rights, privileges and franchises, and every other asset and interest, whether tangible or intangible and real or personal, shall be as effectually the property of the Surviving Corporation as they were of the Merged Corporation, and the title to all real estate vested in the Merged Corporation shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation. All debts, liabilities and duties of the Merged Corporation shall, thereafter, be assumed by and attached to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by the Surviving Corporation.

7. The Surviving Corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Articles or Certificate of Incorporation at any time hereafter, in

H06000182801 3

H06000182801 3

accordance with the provisions of the laws of the State of Florida.

8. The directors and shareholders of the Surviving Corporation and the Merged Corporation unanimously approved and adopted these Articles and Plan of Merger at a meeting held for such purpose on the date of execution of these Articles and Plan of Merger.

9. The officers of the Surviving Corporation and the Merged Corporation shall cause these Articles of Merger to be filed with the Secretary of the State of Florida in conformity with the laws of that State.

10. The Surviving Corporation will furnish a copy of these Articles and Plan of Merger to any of the shareholders of the Merged Corporation and the Surviving Corporation upon request and without charge.

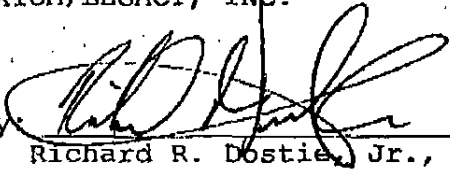
IN WITNESS WHEREOF, the President and Secretary of AXIOM BUILDING AND INVESTMENT, INC., a Florida corporation, and the President and Secretary of AXIOM/LEGACY, INC., a Florida corporation, hereby execute these Articles as of the 1st day of July 11, 2006.

AXIOM BUILDING AND INVESTMENT,  
INC.

By:   
Daniel H. Prewett, President

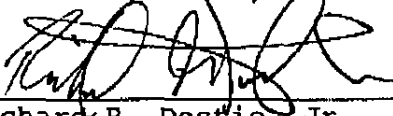
(Corporate Seal)

AXIOM/LEGACY, INC.

By:   
Richard R. Dostie, Jr.,  
President

(Corporate Seal)

LEGACY III BUILDERS, INC.

By:   
Richard R. Dostie, Jr.,  
President

(Corporate Seal)

H06000182801 3