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PITELL LAW FIRM, P.L.

4400 E. Highway 20, Suite 202
Niceville, Florida 32578
Office (850) 897-0045 • Fax (850) 897-0061

Lisa Y. Shorts Pitell
LL.M., in Taxation, JD, MBA

email: lyp@lyp-law.com
www.lyp-law.com

October 30, 2006

Registration Section
Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Articles of Merger*
Inpodo, LLC into Inpodo, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the *Articles of Merger* and Agreement of Merger and Plan of Reorganization merging Inpodo, LLC into Inpodo, Inc.

Also enclosed please find our firm's check, in the amount of \$30.00, for a certified copy to me returned to my office.

Should you have any questions, please contact me immediately.

Sincerely,



Lisa Y. Shorts Pitell
Attorney at Law

/lyp
Enc.

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 3, 2006

LISA Y. SHORTS PITELL
PITELL LAW FIRM, P.L.
4400 E. HIGHWAY 20, SUITE 202
NICEVILLE, FL 32578

SUBJECT: INVODO, INC.
Ref. Number: P06000119044

We have received your document for INVODO, INC. and your check(s) totaling \$30.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

There is a balance due of \$60.00.

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) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 006A00065187

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ARTICLES OF MERGER
OF
INPODO, LLC, *LD00000251034*
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
INPODO, INC., *PD00000119044*
A FLORIDA CORPORATION

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, INPODO, LLC, a Florida limited liability company, and INPODO, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging INPODO, LLC, a Florida limited liability company, into INPODO, Inc., a Florida corporation:

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of INPODO, LLC, a Florida limited liability company, into INPODO, Inc., a Florida corporation, is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. (a) There is a 100% membership in INPODO, LLC, a Florida limited liability company, issued and outstanding that were entitled to vote on the Plan of Merger. One hundred percent were voted in favor of the Plan of Merger at a meeting of the Members of INPODO, LLC, a Florida corporation, held on September 30, 2006.

(b) There are 100 shares of common stock, each of \$1.00 par value of INPODO, Inc., a Florida corporation, issued and outstanding that were entitled to vote on the Plan of Merger. One hundred shares were voted in favor of the Plan of Merger at a meeting of the Shareholders of INPODO, Inc., a Florida corporation, held on September 30, 2006.


(c) The Manager of INPODO, LLC, a Florida limited liability company, Benjamin J. Brooke and the Secretary of INPODO, Inc., a Florida corporation, Benjamin J. Brooke, have been authorized by the Managers and Members or Directors and Shareholders of each corporation to sign these Articles of Merger on behalf of each corporation.

EFFECTIVE DATE

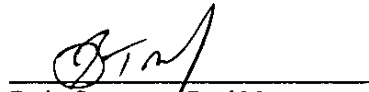
3. The Plan of Merger shall be effective on the later of 1) the filing of these Articles with the Department of State or 2) September 30, 2006.

In witness whereof, each of the undersigned corporations has caused these Articles to be signed as of the 30th day of September, 2006.

INPODO, LLC,
a Florida limited liability company


By its Manager: Benjamin J. Brooke

INPODO, Inc.
a Florida corporation


By its Secretary: Brad Mayer

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**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION**

Agreement of Merger and Plan of Reorganization dated September 30, 2006 by and between INPODO, LLC, a Florida limited liability company, ("INPODO LLC") and INPODO, INC., a Florida corporation ("INPODO INC").

WHEREAS, The Members of INPODO LLC and the Shareholders of INPODO INC, have resolved that INPODO LLC be merged into a single corporation existing under the laws of the State of Florida, pursuant to the Corporate Law of the State of Florida, to wit, INPODO INC, which shall be the surviving corporation (such operations in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code;

WHEREAS, The authorized shares of INPODO LLC consists of 100% membership interest (hereinafter called "INPODO LLC Stock"), of which 100% is are issued and outstanding;

WHEREAS, The authorized capital stock of INPODO INC consists of 100 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "INPODO INC Stock"), 100 shares of which are issued and outstanding; and

WHEREAS, The respective Members and Managers and Shareholders and Board of Directors of INPODO LLC and INPODO INC have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Corporate Law of the State of Florida that INPODO LLC shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, INPODO INC, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger.

1.1 INPODO LLC Shareholders' Meeting. INPODO LLC shall call a meeting of its members to be held in accordance with the Corporate Law of the State of Florida at the earliest practicable date, upon due notice thereof to its members to consider and vote upon, among other matters, adoption of this Agreement.

1.2 INPODO INC Shareholders' Meeting. INPODO INC shall call a meeting of its shareholders to be held in accordance with the Corporate Law of the State of Florida at the earliest practicable date, upon due notice thereof to its shareholders to consider and vote upon, among other matters, adoption of this Agreement.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the members of INPODO LLC in accordance with the Corporate Law of the State of Florida, (b) this Agreement is adopted by the shareholders of INPODO INC in accordance with the Corporate Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate

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of Merger shall be filed and recorded in accordance with the Corporate Law of the State of Florida. The Merger shall become effective at 9:00 a.m. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of INPODO LLC shall cease, and INPODO LLC, shall be merged into INPODO INC, which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of INPODO LLC; and all and singular, the rights, privileges, powers, and franchises of INPODO LLC, and all property, real, personal, and mixed, and all debts due to INPODO LLC, on whatever account, as well for stock subscriptions and all other things in action or belonging to INPODO LLC, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of INPODO LLC, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in INPODO LLC, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of INPODO LLC, shall be preserved unimpaired, and all debts, liabilities, and duties of INPODO LLC, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting shareholders of INPODO LLC, or the corresponding officers of the Surviving Corporation, may, in the name of INPODO LLC, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all INPODO LLC' property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purpose of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be INPODO, INC., a Florida corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of INPODO INC, as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of INPODO INC, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities. The manner and basis of converting the stock of INPODO LLC and the nature and amount of securities of INPODO INC, which the holders of stock of INPODO LLC are to receive in exchange for the cancellation of their shares as follows:

3.1 INPODO INC Common Stock. Each one percent membership interest of INPODO LLC Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled at the Effective Date and one share of INPODO INC Common Stock shall

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be issued in its place so that each shareholder is paid one share of INPODO INC Common Stock for each one share of issued and outstanding INPODO LLC Common Stock then owned. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 INPODO LLC Common Stock. All issued and outstanding membership interests of INPODO LLC Common Stock held by members of INPODO LLC, immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

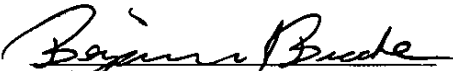
4. Miscellaneous.

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Agreement of Merger by the members of INPODO LLC, if the shareholders of INPODO LLC, or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.


4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by INPODO, LLC, a Florida limited liability company, and INPODO, INC., a Florida corporation, all on the date of the date first above written.

INPODO, LLC,
a Florida limited liability company


By its Manager: Benjamin J. Brooke

INPODO, Inc.
a Florida corporation


By its Chief Executive Officer:
Benjamin J. Brooke

ATTEST:

INPODO, INC.,
a Florida corporation,


Brad Mayer, Secretary

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**MINUTES OF THE SPECIAL JOINT MEETING
OF THE MANAGERS AND MEMBERS OF
INPODO, LLC
a Florida limited liability company**

A Special Joint Meeting of the managers and members of INPODO, LLC., a Florida limited liability company, was held on the 30th day of September, 2006, at the office of the corporation, pursuant to Notice duly given in accordance with the Operating Agreement or a waiver thereof.

All of the managers and members were present.

The managers presented to the meeting an Agreement of Merger and Plan of Merger and Reorganization by and between the Company and INPODO, Inc., a Florida corporation, a copy of which is attached to these minutes. After full discussion regarding the Agreement of Merger and Plan of Merger and Reorganization, upon Motion, duly seconded, the following resolutions were unanimously adopted:

RESOLVED, That the Managers of the Company hereby determine that the merger of this Company with INPODO, Inc., a Florida corporation, upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to the members, is in the best interests of this Corporation and is acceptable to the members;

FURTHER RESOLVED, That the form and contents of the draft of the Agreement of merger and Plan of Merger and Reorganization, to be entered into between this Corporation and INPODO, Inc., a Florida corporation, presented to this meeting is hereby approved; and

FURTHER RESOLVED, That the managers of this Company are authorized and directed in the name and on behalf of this Company and under its corporate seal to execute and deliver an Agreement of Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said members may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, That the proper managers of this Company be and hereby is authorized and directed to file a Certificate of Merger in the State of Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, That the proper managers of this Company be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to affect the intent of the foregoing resolutions.


Benjamin J. Brooke, Manager/Member

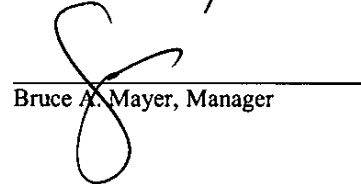

Bruce A. Mayer, Manager/Member

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RATIFICATION

We, the undersigned Managers of the Company, have read these minutes and do hereby, approve, ratify and confirm all business transactions as recorded therein and, further, by our signatures below waive any requirement of notice of the special meeting of Managers.


Benjamin J. Brooke, Manager


Bruce A. Mayer, Manager

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**WAIVER OF NOTICE OF THE
SPECIAL MEETING OF DIRECTORS
OF INPODO, LLC,
a Florida limited liability company**

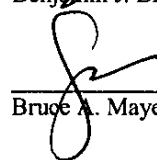
We, the undersigned Managers, hereby state and consent that the special meeting of the Managers of the company to be held on the date and at the time and place stated below for the purpose of consideration of a merger of the Company with INPODO, Inc., a Florida corporation, and the transaction thereat of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof

Date of Meeting: September 30, 2006

Time of Meeting: 9:00 a.m.

Place of Meeting: 1005 Napa Way, Niceville, FL 32578


Benjamin J. Brooke, Manager



Bruce A. Mayer, Manager

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RATIFICATION

We, the undersigned Members of INPODO, LLC have read these minutes and do hereby, approve, ratify and confirm all business transactions as recorded therein and, further, by our signatures below waive any requirement of notice of the special meeting of the members.


Benjamin J. Brooke, Member


Bruce A. Mayer, Member

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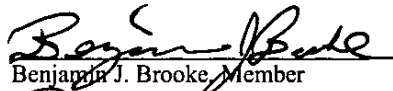
**WAIVER OF NOTICE OF THE
SPECIAL MEETING OF THE SHAREHOLDERS
OF INPODO, LLC,
a Florida limited liability company**

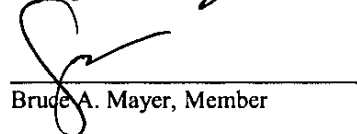
We, the undersigned Members, hereby state and consent that the special meeting of members of the Company be held on the date and at the time and place stated below for the purpose of consideration of a merger of the Corporation with INPODO, Inc., a Florida corporation, and the transaction thereafter of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof

Date of Meeting: September 30, 2006

Time of Meeting: 9:00 a.m.

Place of Meeting: 1005 Napa Way, Niceville, FL 32578


Benjamin J. Brooke, Member


Bruce A. Mayer, Member

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**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS
OF
INPODO, INC.,
a Florida corporation**

The undersigned being all of the Directors of INPODO, INC., a Florida corporation (the "Corporation") hereby consent to the adoption of the following resolutions as though such had been duly adopted at a meeting of the Board of Directors held on September 30, 2006:

RESOLVED, That the Board of Directors of the Corporation hereby determines that the merger of this Corporation with INPODO, LLC, a Florida limited liability company, upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board, a copy of which is attached hereto, is in the best interests of this Corporation and is recommended as acceptable to the Corporation's stockholders;

FURTHER RESOLVED, That the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered in to between this Corporation and INPODO, LLC, a Florida limited liability company, presented to this meeting is hereby approved and adopted; and

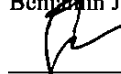
FURTHER RESOLVED, That the Chairman of the Board, the President, or any Vice President and the Secretary or an Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

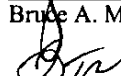
FURTHER RESOLVED, That upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Corporation and by the members of INPODO, LLC, a Florida limited liability company, that the proper officers of this Corporation be and hereby are authorized and directed file a Certificate of Merger in the State of Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, That the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, That this Unanimous Consent be filed in this Corporation's minute books.


Benjamin J. Brooke, Director


Bruce A. Mayer, Director


Brad Mayer, Director

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**UNANIMOUS CONSENT OF THE SHAREHOLDERS OF
INPODO, INC.,
a Florida corporation**

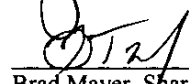
The undersigned, being the shareholders of INPODO, INC., a Florida corporation, hereby consent to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of shareholders held on September 20, 2006.

RESOLVED, That the Corporation merger with INPODO, LLC, a Florida limited liability, pursuant to the Agreement of Merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes;

FURTHER RESOLVED, That the Agreement of Merger and Plan of Merger and Reorganization is approved and adopted.


Benjamin J. Brooke, Shareholder


Bruce A. Mayer, Shareholder


Brad Mayer, Shareholder

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