

DEC-27-2006

P060000155843

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To:
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Fax Number : (850) 205-0380

From:
Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

Attn: Susan Payne

No changes to the Articles of Incorporation of the Surviving Corporation.

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SECRETARY OF STATE
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MERGER OR SHARE EXCHANGE

Tasker Holdings, Inc.

Certificate of Status	0
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Merger

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December 27, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TASKER HOLDINGS, INC.
3157 CRAYTON ROAD
NAPLES, FL 34103-4091

SUBJECT: TASKER HOLDINGS, INC.
REF: P06000155843

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

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

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) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H06000301477
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ARTICLES OF MERGER (Profit Corporations)

Seventh: SIGNATURES FOR EACH CORPORATION

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PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 22nd day of December, 2006, by and between TASKER FAMILY CORPORATION, a Florida corporation (the "Merged Florida Corporation"), TASKER II FAMILY CORPORATION, a Nevada corporation (the "Merged Nevada Corporation") (together, the "Merged Corporations"), and TASKER HOLDINGS, INC., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Nevada Corporation is a Nevada corporation and currently has 1,000 shares of Common Stock issued and outstanding;

WHEREAS, the Merged Florida Corporation is a Florida corporation and currently has 1,000 shares of Common Stock issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has 1,000 shares of Common Stock issued and outstanding;

WHEREAS, the Sole Directors (the "Board") of the Merged Corporations deem it advisable and in the best interests of the Merged Corporations to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporations for federal income tax purposes, and the Board deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the Board and the Shareholders of the Merged Corporations and by the Board and Shareholders of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporations shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporations shall be as hereinafter set forth.

ARTICLE I CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporations shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws

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of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporations shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporations, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporations shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporations shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Merged Corporations in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Merged Corporations in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDER OF SURVIVING CORPORATION

The Board of Directors, officers and shareholders of the Merged Corporations in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholders of the Surviving Corporation until their successors are elected and qualified or the shareholder transfer its ownership in the Surviving Corporation.

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**ARTICLE V
MANNER OF CONVERTING SHARES**

Each share of Common Stock of the Merged Corporations issued and outstanding immediately prior to the Merger shall be converted into one issued and outstanding share of Common Stock of the Surviving Corporation.

**ARTICLE VI
APPROVAL OF MERGER**

This Plan of Merger has been approved by the Board and the Shareholders of the Merged Corporations as of December 22, 2006, by the Board and the Shareholders of the Surviving Corporation, as of December 22, 2006, in each instance as provided by Florida Statutes Section 607.1103.

**ARTICLE VII
EFFECTIVE DATE OF MERGER**


This Merger shall become effective at the end of business on December 29, 2006.

IN WITNESS WHEREOF, the Merged Corporations and the Surviving Corporation have signed this Agreement under their corporate seals on the day and year first above written.


TASKER FAMILY CORPORATION, a Florida corporation

By: 
Name: Elizabeth B. Elwell
Title: President

TASKER II FAMILY CORPORATION, a Nevada corporation

By: 
Name: Sara T. Elwell
Title: President

TASKER HOLDINGS, INC., a Florida corporation

By: 
Name: Jeremiah B. Tasker
Title: President

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