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Division of Corporations

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Account Number : 110650003457
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MERGER OR SHARE EXCHANGE

Old Town Leasing, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	62
Estimated Charge	\$105.00

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77.50

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October 31, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

OLD TOWN LEASING, INC.
3849 ACLINE RD
310
PUNTA GORDA, FL 33950US

SUBJECT: OLD TOWN LEASING, INC.
REF: P07000093483

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.

The plan of merger must be attached/included.

The effective date must be specific and cannot be prior to the date of filing.

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
Regulatory Specialist II

FAX Aud. #: B07000267543
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ARTICLES/CERTIFICATE OF MERGER

The following Articles/Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with sections 607.1109 and 608.4382, Florida Statutes.

ARTICLE I

The exact name, form/entity type and jurisdiction for each merging party are as follows:

Old Town, LLC, a Florida limited liability company **LD4000086360**
Old Town Leasing, Inc., a Florida corporation **PD7000093483**

ARTICLE II

The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

Old Town Leasing, Inc., a Florida corporation

ARTICLE III

The Plan of Merger of Old Town, LLC, a Florida limited liability company, into Old Town Leasing, Inc., a Florida corporation, is attached as Exhibit A

ARTICLE IV

The attached plan of merger was approved by each party to the merger in accordance with the applicable provision of Chapters 607 and 608, of the Florida Statutes.

ARTICLE IV

The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, county or jurisdiction under which such other business entity if formed, organized or incorporated.

[continued on the next page]

EFFECTIVE DATE **10-30-07**

Gary T. Filaman, Esquire
Moore and Waksler, P.L.
1107 West Marion Avenue, Ste 112
Punta Gorda, Florida 33950
(941) 637-1955
FL BAR # 0988250

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ARTICLE VI

These articles of merger became effective on October 30, 2007, being the date they were filed with the Secretary of State of Florida.

ARTICLE VII

The signatures for each party are as follows:

Old Town, LLC, a Florida limited liability company



James H. Westmoreland
As Member and Managing Member

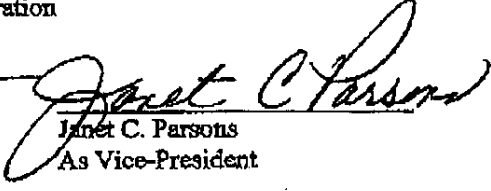

Janet C. Parsons
As Member and Managing Member

DATED this 29th day of October, 2007

DATED this 29th day of October, 2007

Old Town Housing, Inc., a Florida corporation


James H. Westmoreland
As President and
Incorporator


Janet C. Parsons
As Vice-President

DATED this 29th day of October, 2007

DATED this 29th day of October, 2007

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PLAN OF MERGER

Merger between Old Town Leasing, Inc., a Florida corporation, and Old Town, LLC, a Florida limited liability company (collectively the "Constituent Entities"). 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 "Corporate Act") and §§608.401 et seq. of the Florida Limited Liability Company Act (the "LLC Act").

First: Old Town, LLC, a Florida limited liability company shall be the merging (disappearing) party (the "Disappearing Entity")

Second: The Old Town Leasing, Inc., a Florida corporation shall be the surviving party (the "Surviving Corp.")

Third: Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as [previously amended and] 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.

Fourth: Distribution to Shareholders of the Constituent Entities. On the Effective Date, for each membership unit of Disappearing Entity that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

Fifth: Manner and Basis of Converting outstanding Rights to Acquire an interest in the Constituent Entities. On the Effective Date, each outstanding right to acquire the membership units of Disappearing Entity shall without more be converted into and be exchanged for an outstanding right to acquire shares of the Surviving Corp. in accordance with this Plan.

Sixth: Satisfaction of Rights of Disappearing Entity's Members. All shares of Surviving Corp.'s stock into which shares of Disappearing Entity's membership units 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.

Seventh: Fractional Shares. Fractional shares of Surviving Corp.'s stock will be issued.

Eighth: Effect of Merger. On the Effective Date, the separate existence of Disappearing Entity shall cease, and Surviving Corp. shall be fully vested in Disappearing Entity'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 Corporate Act and §608.4383 of the LLC Act.

Ninth: Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or

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any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Entity, 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.

Tenth. 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 Entity and Surviving Corp. shall cause their respective President (or Vice President), members and Managing Members to execute Articles/Certificate of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles/Certificate of Merger as if fully set forth in such Articles/Certificate and shall become an exhibit to such Articles/Certificate of Merger. Thereafter, such Articles/Certificate 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 Corporation Act, and §608.4382(1) of the LLC Act, the Articles/Certificate of Merger shall specify the "Effective Date," which shall be the filing date of the Articles/Certificate of Merger.

Eleventh. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders/members of which are, entitled to the benefit thereof by action taken by the Board of Directors of the Surviving Corp. or the members and Managing Members of the Disappearing Entity, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Surviving Corp. or members of the Disappearing Entity 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 the Corporate Act and LLC Act.

Twelfth. Termination. At any time before the Effective Date (whether before or after filing of Articles/Certificate of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the respective governing entities.

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