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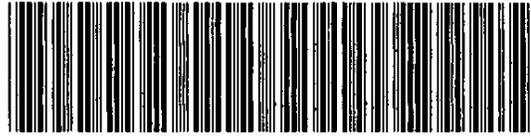
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-1-08

Merger

TB

9/3/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OVERLOOK GROUP, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Russell Holloway
(Contact Person)

Overlook Group, Inc.
(Firm/Company)

10611 Front Beach Rd., Unit 903
(Address)

Panama City Beach, FL 32407
(City/State and Zip Code)

For further information concerning this matter, please call:

Dana Holloway At (850) 832-1696
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

PLAN AND ARTICLES OF MERGER

The following plan and articles of merger are submitted in accordance with Tennessee Code Annotated Title 48, chapter 21 and Florida Business Corporation Act 607.1105, Florida Statutes.

ARTICLE I THE MERGER

Section 1.01 The Merger. Effective September 1, 2008, at 12:01 a.m. C.S.T., and in accordance with the Tennessee Business Corporation Act (the "TBCA") and Florida Business Corporation Act (the "FBCA"):

OVERLOOK GROUP, INC., a Tennessee corporation shall be merged with and into **OVERLOOK GROUP, INC., a Florida corporation**, whereupon the separate corporate existence of Overlook Group, Inc., a Tennessee corporation ("OG-TN") shall cease and Overlook Group, Inc., a Florida corporation ("OG-FL") shall continue as the surviving company.

Section 1.02 Effects of the Merger. Following the Merger, OG-FL (the "Surviving Company") shall succeed to and assume all of the rights and obligations of OG-TN, in accordance with the TBCA and FBCA. At the Effective Time all the property, rights, privileges, powers and franchises of OG-TN shall vest in OG-FL, the Surviving Company, and all debts, liabilities and duties of OG-TN shall become the debts, liabilities and duties of OG-FL, the Surviving Company.

Section 1.03 Effects on Documents.

(a) Charter. The charter of OG-FL as in effect immediately prior to the Effective Time shall continue to be the charter of the Surviving Company until thereafter changed or amended as provided therein or by applicable law.

(b) Bylaws. The bylaws of OG-TN as in effect immediately prior to the Effective Time shall survive and become the bylaws of the OG-FL until thereafter changed or amended as provided therein or by applicable law.

Section 1.04 Directors. The directors of OG-FL immediately prior to the Effective Time shall be the directors of the Surviving Company, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

Section 1.05 Officers. The officers of OG-FL immediately prior to the Effective Time shall be the officers of the Surviving Company, serving in such capacity until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

ARTICLE II
EFFECT OF THE MERGER ON COMMON STOCK

As of the Effective Time, all outstanding shares of Common Stock of OG-TN shall be converted into equal shares of OG-FL Common Stock.

ARTICLE III
APPROVAL AND ADOPTION

This Plan and Articles of Merger was approved and adopted by the Board of Directors and all of the Shareholders of the merging corporation, OG-TN, on August 25, 2008.

This Plan and Articles of Merger was approved and adopted by the Board of Directors and all of the Shareholders of the Surviving corporation, OG-FL, on August 25, 2008.

Approved and adopted this 25th day of August, 2008.

OVERLOOK GROUP, INC.,
a Tennessee corporation

By: 
Russell Holloway, President

OVERLOOK GROUP, INC.,
a Florida corporation

By: 
Russell Holloway, President