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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

(Name of Contact Person)

At (850) 832-1696

(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

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Overlook Group, Inc.	Florida	P08000076512

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Overlook Group, Inc.	Tennessee	0459958
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

EFFECTIVE DATE
9-1-08

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 09 / 01 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 08-25-2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 08-25-2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)


Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Overlook Group, Inc. (Florida)



Russell Holloway, President

Overlook Group, Inc. (Tennessee)



Russell Holloway, President

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.

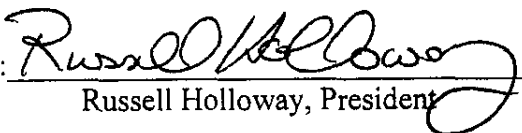
This Plan and Articles of Merger was approved and adopted by the Board of Directors and all of the Shareholders of the Surviving corporation, OG-FL, on August 25, 2008.

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