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**MERGER OR SHARE EXCHANGE  
LYMINGTON INVESTMENTS, INC.**

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November 22, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

LYMINGTON INVESTMENTS, INC  
520 BRICKELL KEY DR, UNIT A502  
MIAMI, FL 33131

SUBJECT: LYMINGTON INVESTMENTS, INC  
REF: P11000099043

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.

PAGE 3 OF THE "AGREEMENT AND PLAN OF MERGER" IS STILL NOT LEGIBLE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell  
Regulatory Specialist II

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November 18, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

LYMINGTON INVESTMENTS, INC  
520 BRICKELL KEY DR, UNIT A502  
MIAMI, FL 33131

SUBJECT: LYMINGTON INVESTMENTS, INC  
REF: F11000099043

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.

PLEASE RESEND PAGE 3 OF THE "AGREEMENT AND PLAN OF MERGER" SINCE THIS PAGE WAS NOT COMPLETELY LEGIBLE AT TIME OF RECEIPT. THE PROBLEM IS FOUND IN SECTION 8., ON THE 5TH LINE OF THIS PARAGRAPH.

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Darlene Connell  
Regulatory Specialist II

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**ARTICLES OF MERGER**  
**of**  
**LYMINGTON INVESTMENTS LIMITED,**  
**a British Virgin Islands corporation**  
**with and into**  
**LYMINGTON INVESTMENTS, INC.,**  
**a Florida corporation**

**FILED**  
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**SECRETARY OF STATE**  
**TAMPA, FLORIDA**

Pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), Lymington Investments Limited, a British Virgin Islands corporation ("LI-BVI"), whose Articles of Association were registered with the Registrar on April 20, 1990, and Lymington Investments, Inc., a Florida corporation ("LI-FL"), whose Articles of Incorporation were filed with the Florida Department of State on November 16, 2011, have adopted on November 16, 2011 the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

**ARTICLE I**

The Agreement and Plan of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1103 of the FBCA, provides for the merger of LI-BVI with and into LI-FL, with LI-FL as the surviving corporation (the "Merger").

**ARTICLE II**

Pursuant to Sections 51, 53 and 76 of the International Business Companies Act, 1984, as amended ("IBCA") and Sections 607.0704, 607.0821, 607.1101 and 607.1103 of the FBCA, the members and board of directors of LI-BVI, and the board of directors of LI-FL, unanimously approved the Plan of Merger by written consent on November 16, 2011.

**ARTICLE III**

Of the 50,000 issued and outstanding shares of LI-BVI entitled to vote as a class upon the Plan of Merger had the Plan of Merger been submitted to a vote of said class pursuant to Section 76(5) of the IBCA and Section 607.1103 of the FBCA, the holders of all of the shares consented to and authorized the Plan of Merger by unanimous written consent in accordance with Section 63 of the IBCA and Section 607.0704 of the FBCA on November 16, 2011. Approval of the Merger by the shareholders of LI-FL is not required for the reasons set forth in Section 10 of the Plan of Merger.

The number of shares outstanding and the designation and number of outstanding shares of each class that are entitled to vote as a class on the Merger for LI-BVI and LI-FL, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Lymington Investments Limited	50,000
Lymington Investments, Inc.	-0-

The number of shares of LI-BVI that voted for and against the Merger, and the number of shares of each class, that voted for and against the Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares of Common Stock that Voted For and Against the Merger</u>
	<u>For</u> <u>Against</u>
Lymington Investments Limited	50,000                      -0-

#### ARTICLE IV

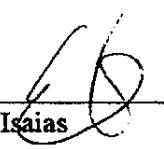
The Merger shall be effective as of the date and time these Articles of Merger are filed with the Florida Department of State (the "Effective Time"). At the Effective Time, the separate existence of each of the corporations shall cease and LI-BVI shall be merged with and into LI-FL, with LI-FL being the surviving corporation, in accordance with the terms and conditions of the Plan of Merger.

**IN WITNESS WHEREOF**, the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers as of the 16 day of October, 2011.

**Lymington Investments Limited**, a British Virgin Islands corporation

By:   
Edward F. Isaias  
Duly Authorized Representative

**Lymington Investments, Inc.**, a Florida corporation

By:   
Edward F. Isaias  
President

## AGREEMENT AND PLAN OF MERGER

**Lymington Investments Limited**, a British Virgin Islands corporation ("LI-BVI"), and **Lymington Investments, Inc.**, a Florida corporation ("LI-FL"), enter into this Agreement and Plan of Merger on this 16<sup>th</sup> day of November, 2011 ("Plan of Merger").

### BACKGROUND

The parties to this Plan of Merger believe it makes business sense to change the place of incorporation of LI-BVI from the British Virgin Islands to the State of Florida. In order to accomplish the foregoing change, the parties have agreed to merge LI-BVI into LI-FL, with LI-FL being the surviving corporation (the "Merger"). The parties believe that the change in LI-BVI's place of incorporation is in the company's best interests because it will permit the company to take advantage of the well-developed law of corporate governance in Florida and to enable the company to invest in real property in the State of Florida without the need for a qualification to do business in the State of Florida. The respective Boards of Directors of LI-BVI and LI-FL have adopted resolutions approving this Plan of Merger. The members of LI-BVI have approved this Plan of Merger in accordance with the laws of the British Virgin Islands and Florida. Approval of the Merger by the shareholders of LI-FL is not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act ("FBCA").

### TERMS

For the reasons described above and in consideration of the covenants herein contained, the parties agree to this Plan of Merger as follows:

1. **Merger.** In accordance with the laws and applicable provisions of the laws of the State of Florida, LI-BVI shall merge into and become a part of LI-FL (the "Surviving Corporation"). Upon the effective date of the Merger, the separate corporate existence of LI-BVI shall cease. The effective date for the transaction contemplated hereunder shall be upon the filing of the Articles of Merger with the Florida Department of State.

2. **Changes to Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of LI-FL until thereafter amended in accordance with Florida law.

3. **Changes to Bylaws.** The Bylaws of the Surviving Corporation shall be the Bylaws of LI-FL until thereafter amended in accordance with Florida law.

4. **Changes to Directors and Officers.** The directors and officers of the Surviving Corporation shall be the current directors and officers of LI-FL until their successors are duly elected and qualified.

## 5. Representations and Warranties.

(a) LI-BVI represents and warrants as follows:

(1) Organization and Good Standing. LI-BVI is a corporation duly organized, validly existing and in good standing under the laws of the British Virgin Islands and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Plan of Merger by LI-BVI has been duly and validly authorized and approved by all necessary corporate and member action.

(b) LI-FL represents and warrants as follows:

(1) Organization and Good Standing. LI-FL is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Plan of Merger by LI-FL has been duly and validly authorized and approved by all necessary corporate action.

6. **Effects of Merger.** The Merger shall have the effect provided therefor by Florida law. As of the effective date of the Merger, LI-FL shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of LI-BVI; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due LI-BVI, shall be deemed to be transferred to and vested in LI-FL without further act or deed, and the title to any property or any interest therein, vested in LI-BVI, shall not revert to or be in any way impaired by reason of the Merger.

LI-FL shall be responsible and liable for all the liabilities and obligations of LI-BVI; and any claims existing by or against LI-BVI may be prosecuted to judgment as if the Merger had not occurred, or LI-FL may be substituted in the place of LI-BVI. The rights of any creditors of LI-BVI shall not be impaired by the Merger. LI-FL shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of LI-BVI.

7. **Share Conversion.** Prior to the Merger, LI-FL will have no outstanding shares. Upon the effective date of the Merger, all the outstanding shares of stock of LI-BVI shall be surrendered and canceled and the members of LI-BVI shall receive, *pro rata*, 50,000 shares of common stock of LI-FL. Each member's proprietary ownership in the shares of LI-BVI immediately before the Merger will be identical to the shareholder's proprietary ownership in the shares of LI-FL.



immediately after the Merger.

**8. Further Assurances.** If at any time LI-FL shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in LI-FL the title to any property or rights of LI-BVI or to otherwise carry out the provisions hereof, the proper officers and directors of LI-BVI, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in LI-FL and to otherwise carry out the provisions hereof.

**9. Abandonment or Amendment.** At any time prior to the filing of the Articles of Merger with the Florida Department of State, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

**10. Approval by Boards of Directors and Members.** This Plan of Merger has been unanimously approved by, and the execution and delivery thereof authorized by, the board of directors of LI-BVI and LI-FL. There are 50,000 shares of LI-BVI entitled to vote on the Merger. This Plan of Merger has been unanimously approved by, and the execution and delivery thereof authorized by, the members of LI-BVI. Approval of the Merger by the shareholders of LI-FL is not required pursuant to Section 607.1103(7) of the FBCA because (i) the articles of incorporation of the Surviving Corporation will not differ from its articles of incorporation before the Merger, and (ii) each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the Merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

**11. Costs.** All costs in connection with this Plan of Merger will be paid by LI-BVI.

**12. Payment to Dissenting Shareholders.** There are no dissenting members or shareholders to the Merger, and, therefore, no payments to dissenting members or shareholders will be required under Section 607.1302 of the FBCA or Section 83 of the International Business Companies Act, 1984, as amended, since (i) the members of LI-BVI have unanimously approved and consented to this Plan of Merger, and (ii) shareholder approval of the Merger by the shareholders of LI-FL is not required.


**13. Procedure.** Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan of Merger and the transactions contemplated hereby.

**14. Tax Consequences.** It is the express intent and purpose of this Plan of Merger that the transaction contemplated hereunder qualify under the internal revenue laws as an Internal Revenue Code Section 368(a)(1)(F) reorganization. To this end, any ambiguity in this Plan of Merger shall be resolved in an interpretation that will qualify this transaction as a tax-free Merger. Notwithstanding the foregoing, the failure of this transaction to qualify as a tax-free Merger shall not give rise to a cause of action by the shareholders or members against the corporations involved in this transaction, or against any person involved in this transaction.


*[Signature Page Follows.]*

**IN WITNESS WHEREOF**, the undersigned have executed this Agreement and Plan of Merger as of the date first above written.

**Lymington Investments Limited**, a British Virgin Islands corporation

By:   
Edward F. Isaias  
Duly Authorized Representative

**Lymington Investments, Inc.**, a Florida corporation

By:   
Edward F. Isaias  
President