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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 647752 7548888

AUTHORIZATION :

COST LIMIT : \$ ~~68.75~~

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TALLAHASSEE, FLORIDA

ORDER DATE : December 7, 2006

ORDER TIME : 10:28 AM

ORDER NO. : 647752-010

CUSTOMER NO: 7548888

90.00

ARTICLES OF MERGER

SPIWARD PARCEL, LLC

INTO

SPIWARD, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: _____

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction for the merging entity is Spiward Parcel, LLC, a Florida limited liability company. L 00000014255

SECOND: The exact name, form/entity type and jurisdiction of the surviving party is Spiward, Inc., a Delaware corporation.

THIRD: The attached plan of merger was approved by the domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The attached plan of merger was approved by the business entity that is a party to the merger in accordance with the applicable laws of the State of Delaware.

FIFTH: The effective date of the merger shall be the 8th day of December, 2006.

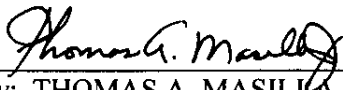
SIXTH: The survivor's principal office address is 2542 Williams Boulevard, Kenner, Louisiana 70062.

SEVENTH: In accordance with ss.608.4351-608.43595, F.S., the survivor agrees to pay to any member with appraisal rights the amount to which such members are entitled.

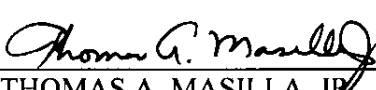
EIGHTH: The survivor is qualified to transact business in the State of Florida and the Florida Department of State may contact it at 5812 Jog Road, Lake Worth, Florida 33467, for purposes of s.48.181, F.S.

NINTH: Signatures for each party:

SPIWARD, INC.


By: THOMAS A. MASILLA, JR.
Its: President

SPIWARD PARCEL, LLC


By: THOMAS A. MASILLA, JR.
Its: Authorized Representative

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PLAN OF MERGER

The following Plan of Merger is submitted in accordance with the section 608.438, F.S. and in accordance with the laws of any other applicable jurisdiction.

FIRST: The surviving entity shall be Spiward, Inc., a Delaware corporation (the "Surviving Entity").

SECOND: The name of the merging entity is Spiward Parcel, LLC, a Florida limited liability company (the "Merging Entity").

THIRD: The terms and conditions of the merger are as follows:

a. **Surviving Entity Successor to Merging Entity.** On the effective date of the merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, and neither rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

b. **Articles of Incorporation and Bylaws.** The Articles of Incorporation of the Surviving Entity filed with the Secretary of State of the State of Delaware (as subsequently amended and as amended in the Certificate of Merger filed with the Delaware Secretary of State) shall continue to be its Articles of Incorporation following the effective date of the merger. The Bylaws of the Surviving Entity shall continue to be its Bylaws following the effective date of the merger.

c. **Filing.** The officers of the Surviving Entity shall cause to be filed a certified copy of the Articles of Merger in the office of the official who is the recording officer of each county in the State of Florida in which real property of the Merging Entity is situated in order to effectuate transfer of title to the Surviving Entity.

d. **Effective Date.** The effective date of this merger shall be the 8th day of December, 2006.

e. **Directors of Surviving Entity.** The directors of the Surviving Entity and their addresses shall be as follows:

Thomas A. Masilla, Jr., 2542 Williams Boulevard, Kenner, Louisiana 70062

f. **Officers of Surviving Entity.** The officers of the Surviving Entity shall be as follows:

Thomas A. Masilla, Jr., President and Vice-President, 2542 Williams Boulevard, Kenner, Louisiana 70062.

Guy M. Cheramie, Treasurer and Secretary, 2542 Williams Boulevard, Kenner, Louisiana 70062

g. **Registered Agent.** The Registered Agent of the Surviving Entity in Florida and his address shall be as follows:

David A. Gart, c/o Shutts & Bowen LLP, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401.

The Registered Agent of the Surviving Entity in Delaware and his address shall be as follows:

Corporation Service Company, 2711 Centerville Road, Wilmington, DE 19808.

FOURTH: The manner and basis of converting the interests of the Merging Entity into shares, obligations or other securities of the Surviving Entity or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares, obligations or other securities of the Surviving Entity or, in whole or in part, into cash or other property shall be as follows:

The Merging Entity shall merge into and with the Surviving Entity, which shall be the Surviving Entity. Upon the effective date of the merger, the ownership interest in the Merging Entity shall be converted to Eleven (11) shares of common stock of the Surviving Entity.