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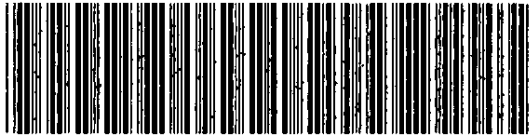
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TALLAHASSEE, FLORIDA

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BOOKER & ASSOCIATES, P.A.
ATTORNEYS AT LAW

*KIM C. BOOKER
MATTHEW GAB.E.
CHARLES ROBERT MATHIS, IV

1019 TOWN CENTER DRIVE, SUITE 201
ORANGE CITY, FLORIDA 32763
PHONE (386) 774-6552
FAX (386) 774-5997

June 30, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: *H & W Properties, Inc. and Harty Land Development, Inc.*

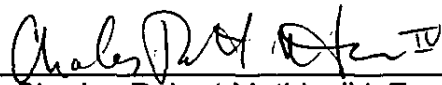
Dear Sir/Madam:

Enclosed herein please find Articles of Merger and Plan of Merger, with copies of Resolutions, along with a check in the amount of \$78.75 for the filing fee and for a certified copy of said document.

Thank you for your assistance in this filing. If you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,

Booker & Associates, P.A.

By 
Charles Robert Mathis, IV, Esquire

CRM:mrm

Enclosures

BOOKER & ASSOCIATES, P.A.
ATTORNEYS AT LAW

KIM C. BOOKER
MATTHEW GAB.E
CHARLES ROBERT MATHIS, IV

1019 TOWN CENTER DRIVE, SUITE 201
ORANGE CITY, FLORIDA 32763
PHONE (386) 774-6552
FAX (386) 774-5997

July 8, 2008

Ms. Thelma Lewis
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: *H & W Properties, Inc. and Harty Land Development, Inc.*

Dear Ms. Lewis:

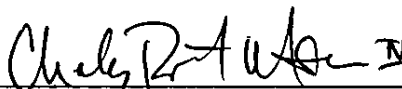
Enclosed herein please find the corrected Plan of Merger and Articles of Merger, for filing.

Thank you for your assistance in this filing. If you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,

Booker & Associates, P.A.

By



Charles Robert Mathis, IV, Esquire

CRM:mrm

Enclosures

ARTICLES OF MERGER

These Articles of Merger entered into this 1st day of July 2008, by and between H&W Properties and Development, Inc., a Florida corporation, FEI number 59-3489529 (hereinafter called the H&W Company), and Harty Land Development, Inc., a Florida corporation, FEI number 59-3489531 (hereinafter called the HLD Company).

WITNESSETH:

WHEREAS, the H&W Company has an authorized capital stock consisting of _____ shares of Common Stock, par value \$1.00 per share; and

WHEREAS, the HLD Company has an authorized capital stock consisting of 100 shares of Common Stock, par value \$.1.00 per share; and

WHEREAS, the Boards of Directors of the H&W Company and of the HLD Company, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the HLD Company merge with the H&W Company under and pursuant to the provisions of Florida Business Corporation Act and the General Corporation Law of Florida; and

WHEREAS, the respective shareholders of the HLD Company and the H&W Company have approved the terms and conditions of the merger.

NOW, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **Approval.** On July 1, 2008, the directors of the H&W Company and the directors of the HLD Company unanimously adopted and approved these Articles of Merger by Written Consents to Action, each dated July 1, 2008. These Articles of Merger were unanimously approved in their entirety by the shareholders of both the H&W Company and the HLD Company by Written Consents to Action, each dated July 1, 2008.
2. **Merger.** The HLD Company shall be and hereby is merged into the H&W Company.
3. **Effective Date.** These Articles of Merger shall become effective immediately upon compliance with the laws of the State of Florida, the time of such effectiveness being hereinafter called the Effective Date.
4. **Surviving Corporation.** The H&W Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the Sate of Florida, but the separate corporate existence of the HLD Company shall cease forthwith upon the Effective Date.

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TALLAHASSEE, FLORIDA

5. **Increase in Authorized Capital.** The authorized capital stock of the H&W Company following the Effective Date shall be increased to 200 shares of Common Stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6. **Articles of Incorporation.** The Articles of Incorporation of the H&W Company following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of the H&W Company or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of the H&W Company as the surviving corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of the H&W Company separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of the H&W Company.

7. **Bylaws.** The Bylaws of the H&W Company shall be the Bylaws of the H&W Company as the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8. **Further Assurance of Title.** If at any time, the H&W Company shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the H&W Company any right, title, or interest of the HLD Company held immediately prior to the Effective Date, the HLD Company and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the H&W Company as shall be necessary to carry out the purposes of these Articles of Merger, and the H&W Company and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the HLD Company or otherwise.

9. **Conversion of HLD Stock.** Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of the HLD Company and all rights in respect thereof shall be converted into one full paid and nonassessable share of Common Stock of the H&W Company, and each certificate nominally representing shares of Common Stock of the HLD Company shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of the H&W Company. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of the H&W Company but, as certificates nominally representing shares of Common Stock of the HLD Company, the H&W Company will cause to be issued therefore certificates for a like number of shares of Common Stock of the H&W Company.

10. **Book Entries.** The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of the H&W Company in accordance with the following:

(a) The assets and liability of the HLD Company shall be recorded at the amounts at which they are carried on the books of the HLD Company immediately prior to the Effective Date..

(b) There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of the H&W Company resulting from the conversion of the outstanding Common Shares of the HLD Company.

(c) There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of the HLD Company immediately prior to the Effective Date.

(d) There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of the HLD Company immediately prior to the Effective Date..

12. **Directors.** The names of the first directors of the H&W Company following the Effective Date, who shall be one (1) in number and who shall serve as the sole member of the board of directors of the H&W Company from the Effective Date until his successors shall be elected and shall qualify, are as follows:

Name: Thaddeus S. Harty

Address: 924 E. Rhode Island Avenue
Orange City, Florida 32763

13. **Officers.** The names of the first officers of the H&W Company following the Effective Date, who shall be one (1) in number and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

Name: Thaddeus S. Harty

Offices: President, Vice President, Secretary, Treasurer

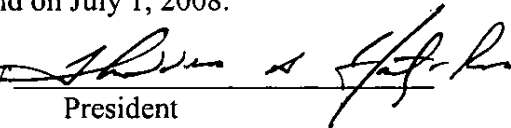
14. **Vacancies.** If, upon the Effective Date, a vacancy shall exit in the Board of Directors or in any of the offices of the H&W Company as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the By-laws of the H&W Company.

15. **Amendment.** These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

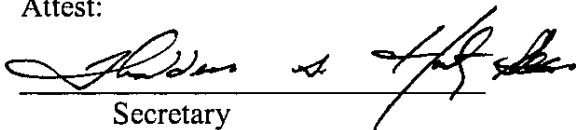
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

H&W Company

Approved by the Board of Approved by the sole Director and sole Stockholder at a meeting duly held on July 1, 2008.

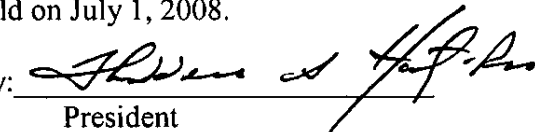
By: 
President

Attest:

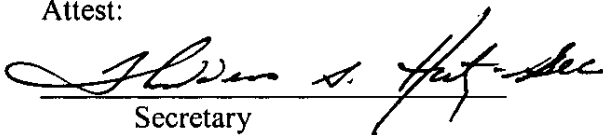

Secretary

HLD Company

Approved by the Board of Approved by the sole Director and sole Stockholder at a meeting duly held on July 1, 2008.

By: 
President

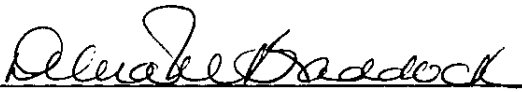
Attest:


Secretary

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 1st day of July 2008, before me, the undersigned, personally appeared Thaddeus S. Harty, known to me to be the President and Secretary of H&W Properties and Development, Inc., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of H&W Properties, Inc. and Harty Land Development, Inc., and that he has executed the foregoing instrument in his capacity as the sole officer of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



Notary Public
My Commission Expires: 4.7.2009

NOTARY PUBLIC-STATE OF FLORIDA
Debra M. Braddock
Commission # DD415760
Expires: APR. 07, 2009
Bonded Thru Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 1st day of July 2008, before me, the undersigned, personally appeared Thaddeus S. Harty, known to me to be the President and Secretary of Harty Land Development, Inc, a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of H&W Properties and Development, Inc. and Harty Land Development, Inc., and that he has executed the foregoing instrument in his capacity as the sole officer of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.


Notary Public
My Commission Expires: 4.7.2009

NOTARY PUBLIC-STATE OF FLORIDA
Debra M. Braddock
Commission # DD415760
Expires: APR. 07, 2009
Bonded Thru Atlantic Bonding Co., Inc.

PLAN OF MERGER

This Plan of Merger entered into this 1st day of July 2008, by and between H&W Properties and Development, Inc., a Florida corporation, FEI number 59-3489529 (hereinafter called the H&W Company), and Harty Land Development, Inc., a Florida corporation, FEI number 59-3489531 (hereinafter called the HLD Company).

WITNESSETH:

WHEREAS, the H&W Company has an authorized capital stock consisting of 100 shares of Common Stock, par value \$1.00 per share, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS, the HLD Company has an authorized capital stock consisting of 100 shares of Common Stock, par value \$1.00 per share, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS, the Boards of Directors of the H&W Company and of the HLD Company, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the HLD Company merge with the H&W Company under and pursuant to the provisions of Florida Business Corporation Act and the General Corporation Law of Florida; and

WHEREAS, the respective shareholders of the HLD Company and the H&W Company have approved the terms and conditions of the merger.

NOW, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **Approval.** On July 1, 2008, the sole shareholder and sole director of the H&W Company and the sole shareholder and sole director of the HLD Company unanimously adopted and approved this Plan of Merger by Written Consents to Action, each dated July 1, 2008. This Plan of Merger was unanimously approved in their entirety by the shareholders of both the H&W Company and the HLD Company by Written Consents to Action, each dated July 1, 2008.
2. **Merger.** Upon the Effective Date, the HLD Company shall be merged into the H&W Company.
3. **Effective Date.** The Articles of Merger shall become effective immediately on the date the Articles of Merger are filed with the Florida Department of State. ("Effective Date").
4. **Surviving Corporation.** The H&W Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of the HLD Company shall cease forthwith upon the Effective Date.

5. **Increase in Authorized Capital.** The authorized capital stock of the H&W Company following the Effective Date shall be increased to 200 shares of Common Stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6. **Articles of Incorporation.** The Articles of Incorporation of the H&W Company following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of the H&W Company or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of the H&W Company as the surviving corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of the H&W Company, separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of the H&W Company.

7. **Bylaws.** The Bylaws of the H&W Company shall be the Bylaws of the H&W Company as the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8. **Further Assurance of Title.** If at any time, the H&W Company shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the H&W Company any right, title, or interest of the HLD Company held immediately prior to the Effective Date, the HLD Company and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the H&W Company as shall be necessary to carry out the purposes of these Articles of Merger, and the H&W Company and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the HLD Company or otherwise.

9. **Conversion of HLD Stock.** Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of the HLD Company and all rights in respect thereof shall be converted into one full paid and nonassessable share of Common Stock of the H&W Company, and each certificate nominally representing shares of Common Stock of the HLD Company shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of the H&W Company. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of the H&W Company but, as certificates nominally representing shares of Commons Stock of the HLD Company, the H&W Company will cause to be issued therefore certificates for a like number of shares of Common Stock of the H&W Company.

10. **Book Entries.** The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of the H&W Company in accordance with the following:

(a) The assets and liability of the HLD Company shall be recorded at the amounts at which they are carried on the books of the HLD Company immediately prior to the Effective Date.

(b) There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of the H&W Company resulting from the conversion of the Common Shares of the HLD Company.

(c) There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of the HLD Company immediately prior to the Effective Date.

(d) There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of the HLD Company immediately prior to the Effective Date.

11. **Directors.** The names of the first directors of the H&W Company following the Effective Date, who shall be one (1) in number and who shall serve as the sole member of the board of directors of the H&W Company from the Effective Date until his successors shall be elected and shall qualify, are as follows:

Name: Thaddeus S. Harty

Address: 924 E. Rhode Island Avenue
Orange City, Florida 32763

12. **Officers.** The names of the first officers of the H&W Company following the Effective Date, who shall be one (1) in number and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

Name: Thaddeus S. Harty

Offices: President, Vice President, Secretary, Treasurer

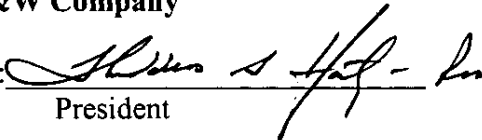
13. **Vacancies.** If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the H&W Company as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the By-laws of the H&W Company.

14. **Amendment.** These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

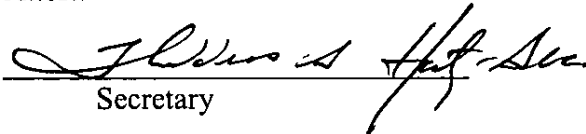
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

Approved by the Board of Approved by the sole Director and sole Stockholder at a meeting duly held on July 1, 2008.

H&W Company

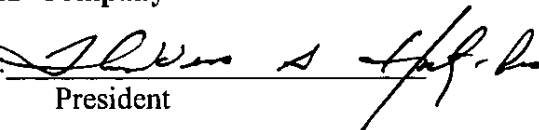
By: 
President

Attest:

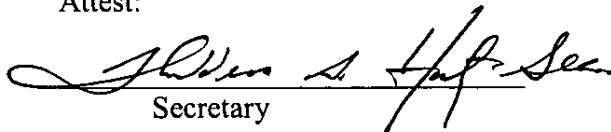

Secretary

Approved by the Board of Approved by the sole Director and sole Stockholder at a meeting duly held on July 1, 2008

HLD Company

By: 
President


Attest:

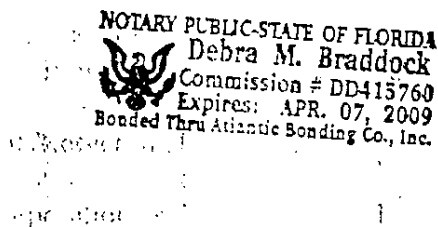

Secretary

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 1st day of July 2008, before me, the undersigned, personally appeared Thaddeus S. Harty, known to me to be the President and Secretary of H&W Properties and Development, Inc., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of H&W Properties and Development, Inc. and Harty Land Development, Inc., and that he has executed the foregoing instrument in his capacity as the sole officer of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



Notary Public
My Commission Expires: 4.7.2009



STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 1st day of July 2008, before me, the undersigned, personally appeared Thaddeus S. Harty, known to me to be the President and Secretary of Harty Land Development, Inc, a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of H&W Properties and Development, Inc. and Harty Land Development, Inc., and that he has executed the foregoing instrument in his capacity as the sole officer of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.


Notary Public
My Commission Expires: 4.7.2009

