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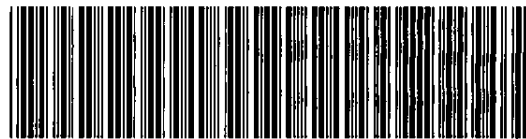
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 OCT 21 AM 10:59

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Margie
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1022-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Shamrock - Shamrock, 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:

Matthew T. Harrod

Contact Person

Wood, Atter & Wolf, P.A.

Firm/Company

814 A1A North, Suite 202

Address

Ponte Vedra Beach, FL 32082

City/State and Zip Code

mharrod@woodatter.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Matthew T. Harrod

Name of Contact Person

At (904)

355-8888

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

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SECRET
ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED
DATE 10/21/10 BY 60322 JAF
BUSINESS CORPORATION ACT,
TALLAHASSEE, FLORIDA

(Profit Corporations)

First: The name and jurisdiction of the **surviving** corporation:

Second: The name and jurisdiction of each **merging** corporation:

Third: The Plan of Merger is attached.

OR 10 / 15 / 2010 (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.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 10/15/2010

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

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 10/15/2010

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)

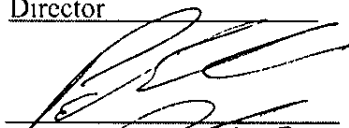
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director


Typed or Printed Name of Individual & Title

Shamrock - Shamrock, Inc.



Patrick E. Sullivan

Florida Lifestyle Homes, Inc.



Patrick E. Sullivan

PLAN OF MERGER

THIS PLAN OF MERGER is hereby adopted on October 15, 2010, by SHAMROCK - SHAMROCK, INC. ("Shamrock"), a Florida corporation, and FLORIDA LIFESTYLE HOMES, INC. ("FLH"), a Florida corporation, said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the Board of Directors of Shamrock and the Board of Directors of FLH deem it advisable that FLH (the "Disappearing Company") be merged into Shamrock (the "Surviving Entity") under the laws of the State of Florida in the manner provided therefore pursuant to Section 607.1108 of the statutes of the State of Florida;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. *Agreement to merge.* The Constituent Entities hereby agree that the Disappearing Company shall be merged into the Surviving Entity.

2. *Name of merged entity.* The name of the Surviving Entity shall be "SHAMROCK – SHAMROCK, INC."

3. *Place of office of surviving entity.* The place in the State of Florida where the principal office of the Surviving Entity is to be located is the City of Daytona, County of Volusia.

4. *Purpose of surviving entity.* The purpose of the Surviving Entity is to engage in any lawful act or activity for which corporations may be formed under statutes of the State of Florida.

5. *Interests in surviving entity.* The present number of ownership units which the Surviving Entity is authorized to have outstanding is one thousand (1000), all of which are identical units and each of which represents the ownership of that percentage of the total units outstanding at any time as is the equivalent of the fraction in which one (1) is the numerator and the total units outstanding is the denominator. There are currently one hundred (100) ownership units outstanding.

6. *Name and resident agent.* Patrick E. Sullivan, of 552 N. Oleander Ave., in the City of Daytona Beach, Volusia County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said SHAMROCK - SHAMROCK, INC. is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served.

7. *Mode of effecting merger.* The mode of carrying said merger into effect, and the manner and basis for converting the shares of the Disappearing Company into ownership units of the Surviving Entity, shall be as follows:

Each member of the Disappearing Company shall surrender his certificate or certificates to the Surviving Entity during the period beginning on October 11, 2010, and ending on October 18, 2010. Upon surrender to the Surviving Entity of the respective ownership units of the Disappearing Company, there shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid shares of the Surviving Entity, in the ratio of one (1) stock in the Surviving Entity received for each such ownership unit of the Disappearing Company, being a total issue of one hundred (100) shares of the Surviving Entity for the entire one hundred (100) ownership units now issued and outstanding of the Disappearing Company.

8. *Reporting of assets at book value in accounts of surviving entity; pooling of interests.* The assets of the Disappearing Company shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. *Articles of organization.* There shall be no changes or amendments to the Surviving Entity's Articles of Organization as a result of this Plan of Merger.

10. *Operating agreement.* The Operating Agreement of Shamrock shall be the Operating Agreement of the Surviving Entity.

11. *Effective date of plan.* This Plan shall become effective on the later of: (A) October 15, 2010; or (B) the effective date of the filing of the Articles of Merger with the office of the Secretary of State of Florida. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Articles of Merger is attached hereto as Exhibit A and is made a part hereof.

12. *Right to abandon merger.* The Members of the Disappearing Company and the Board of Directors of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by the president and secretary, thereunto duly authorized by the Members of the Disappearing Company and by the Board of Directors and shareholders of the Surviving Entity.

~~SHAMROCK~~ SHAMROCK, INC.:

By: _____

Patrick E. Sullivan, President and Secretary

~~FLORIDA LIFESTYLE HOMES~~ FLORIDA LIFESTYLE HOMES, INC.

By: _____

Patrick E. Sullivan, President and Secretary