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MERGER OR SHARE EXCHANGE

S&W Limousines, Inc.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: S&W Limousines, 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:

G. Alan Howard, Esq.
(Contact Person)

Milam Howard Nicandri Dees & Gillam, P.A.
(Firm/Company)

14 East Bay Street
(Address)

Jacksonville, FL 32202
(City/State and Zip Code)

For further information concerning this matter, please call:

G. Alan Howard At (904) 357-3660
(Name of Contact Person) (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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**ARTICLES OF MERGER
OF
METRO MERGER CORP.
WITH AND INTO
S&W LIMOUSINES, INC.**

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

1. The name of the surviving corporation is:
S&W Limousines, Inc., a Florida corporation (Document No. P97000075793).
2. The name of the merging corporation is:
Metro Merger Corp., a Florida corporation (Document No. P06000087225)
3. The Plan of Merger is attached.
4. The merger herein provided for shall be effective on the date of filing with the Florida Department of State.
5. The Plan of Merger was approved by written consent of the sole shareholder of surviving corporation entitled to vote thereon given on August 31, 2006, in accordance with the provisions of the Florida Business Corporation Act.
6. The Plan of Merger was approved by written consent of the sole shareholder of Merger Corp. entitled to vote thereon given on June 30, 2006, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
7. These Articles of Merger may be executed in counterparts, each of which shall be an original, and all such counterparts shall constitute one and the same Articles of Merger, binding on all parties notwithstanding that all the parties are not signatories to the same counterpart.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date set forth below.

Date: August 31, 2006

S&W LIMOUSINES, INC.

By: 
Name: Craig E. Smith
Title: President

METRO MERGER CORP.

By: 
Name: Daniel Ret
Title: CEO

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PLAN OF MERGER

PLAN OF MERGER adopted for S&W LIMOUSINES, INC., a business corporation organized under the laws of the State of Florida ("S&W" or "Surviving Corporation"), by resolution of its Board of Directors on August 31, 2006, and adopted for Metro Merger Corp., a business corporation organized under the laws of the State of Florida ("Merger Corp."), by resolution of its Board of Directors on June 30, 2006. The corporations planning to merge are S&W and Merger Corp. The name of the Surviving Corporation into which Merger Corp. plans to merge is S&W Limousines, Inc.

1. S&W and Merger Corp. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, S&W, which shall be the Surviving Corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Merger Corp., which is sometimes hereinafter referred to as the "non-Surviving Corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The present Articles of Incorporation of S&W at the effective time and date of the merger shall be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of Merger Corp. at the effective time and date of the merger shall be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of Merger Corp. at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued and outstanding shares of the non-Surviving Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, cease to be outstanding and shall be converted into one share of common stock of the Surviving Corporation. Each issued and outstanding share of the Surviving Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into and exchanged for the right to receive a cash payment pursuant to the terms and conditions of that certain Agreement and Plan of Merger entered into by the parties dated June 30, 2006.

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6. The Plan of Merger herein made has been approved by the sole shareholder of the non-Surviving Corporation and the sole shareholder of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. The Board of Directors and the proper officers of the non-Surviving Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.


IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date set forth below.

Date: August 31, 2006

S&W LIMOUSINES, INC.

By: 
Name: Craig E. Smith
Title: President

METRO MERGER CORP.

By: 
Name: Daniel Ret
Title: CEO

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