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MERGER OR SHARE EXCHANGE

The Beat Club, Inc.

Certificate of Status	0
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**PLAN OF ACTION AND ARTICLES OF MERGER OF
THE BEAT CLUB, INC., AND
R & R INVESTMENTS OF LEE COUNTY, INC.**

The following plan of merger, which was adopted and approved by each party to the merger, and is being submitted in accordance with section(s), 607.1101 and 607.1105 Florida Statutes.

The undersigned, being all of the members of the Boards of Directors and all of the Shareholders of the Corporations, hereby set forth the following Plan of and Articles of Merger, as follows:

Plan of Merger. The Board of Directors of the Corporations have recommended a plan of merger, wherein R & R Investments of Lee County, Inc., will be merged into, and become part of, The Beat Club, Inc. After the merger, The Beat Club, Inc., will be the surviving Corporation. All of the assets and liabilities of R & R Investments of Lee County, Inc., will become assets and liabilities of The Beat Club, Inc. The Articles and Bylaws of the surviving Corporation shall continue to govern its operations.

This merger represents a change in the manner of doing business of the Corporations. The Corporations are merging to simplify business records, tax paperwork, and to eliminate duplicate administration work. The Corporations intent for this merger to qualify as a corporate reorganization under Internal Revenue Code §. 368(a)(1)(A).

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: As of the effective date of this merger, shareholders of R & R Investments, Inc., shall receive one (1) share of the surviving Corporation for each share of R & R Investments, Inc., owned by such shareholder.

The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: N/A

The new name of the surviving Corporation shall be The Beat Club, Inc.

This merger shall become effective as of December 8, 2009.

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Board of Directors and Officers. The names and post office address of the Officers and the first Board of Directors of surviving Corporation, who shall conduct the business of the surviving Corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Pauline M. Patch
1623 South Mayfair Drive
Ft Myers, FL 33919

Director/President

Polly P. Johnson
3363 Highway 128
Calistoga, CA 94515

Director/Secretary/Treasurer

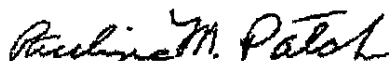
Daniel Womack
6943 Old Whiskey Creek Drive
Fort Myers, FL 33919

Vice-President

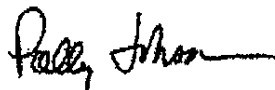
Registered Agent. Robert Enright, III, P.A., is designated, and shall remain, as the agent of the surviving Corporation, to accept service of process within the state.

The officers of the Corporations are authorized to execute and deliver all documents to effect the Plan of and Articles of Merger.

IN WITNESS WHEREOF, I have set my hand and seal this 8th day of December, 2009.



Pauline M. Patch, Director



Polly P. Johnson, Director

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IN WITNESS WHEREOF, WE, the undersigned, being all of the members of the Board of Directors and all of the Shareholders of the Corporations for the purpose of reorganizing the Corporations under the laws of the State of Florida do make, acknowledge and file the foregoing Articles of Merger, hereby certifying that the facts therein states are true, and accordingly set our hands and seals on this 8th day of December, 2009.

THE BEAT CLUB, INC.

Board of Directors:

Shareholders:

The Estate of Roger W. Patch, Jr.



Pauline M. Patch



Pauline M. Patch, executor



Polly P. Johnson

R & R INVESTMENTS OF LEE COUNTY, INC.

Board of Directors:

Shareholders:

The Estate of Roger W. Patch, Jr.



Pauline M. Patch



Pauline M. Patch, executor



Polly P. Johnson

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