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MERGER OR SHARE EXCHANGE

LB&R HOLDINGS, INC.

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each *merging* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LBR Holdings III, LLC 1401 Court Street Clearwater, Florida 33756	Florida	Limited Liability Company

Florida Document/Registration Number: L03000025086
FEI Number: 01-0790766

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the *surviving* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LB & R Holdings, Inc. 1401 Court Street Clearwater, Florida 33756	Florida	Corporation

Florida Document/Registration Number: P98000050159
FEI Number: 59-3514311

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

Prepared by:
Rinat Hadas, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0682411
(727) 461-1818

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FIFTH: The surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a general partner of the surviving entity pursuant to Sections 607.1108(5) and 608.4381(2), Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SEVENTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NINTH: SIGNATURE FOR EACH PARTY:

LB & R HOLDINGS, INC.

By: 
MICHAEL E. LEWIS, President

LBR HOLDINGS III, LLC

By: 
MICHAEL E. LEWIS,
Manager and Member

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 617.1103 and 608.4381, Florida Statutes is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each *merging* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
LBR HOLDINGS III, LLC	Florida

SECOND: The exact name and jurisdiction of the *surviving* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
LB & R HOLDINGS, INC.	Florida

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

The merging party shall merge with and into the surviving party. The separate existence of the merging party shall cease. All properties, franchises and rights belonging to the merging party, by virtue of the merger and without further act or deed, shall be deemed to be vested in the surviving party, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.

FOURTH: 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:

A. Each membership interest of the *merging* party outstanding at the time of the effective date of the merger shall be canceled.

B. No further shares of common stock of the *surviving* party will be issued due to the commonality of ownership between the *merging* party and the *surviving* party.

FIFTH: The Effective Date of this Plan of Merger shall be the date that all parties to the merger have approved this Plan of Merger.

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IN WITNESS WHEREOF, the undersigned entities have executed this Plan of Merger as of the date indicated.

WITNESSES:

Joanne Walsh
Joanne Walsh

LBR HOLDINGS III, LLC

By: [Signature]
Its: [Signature]
Date: 5-22-06

Kathy Mills
Kathy Mills

LB & R HOLDINGS, INC.

By: [Signature]
Its: [Signature]
Date: 5-22-06

#971827 v1 - LBR HOLDINGS/articles and plan of merger

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