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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 17, 2005

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399


Re: Articles of Merger of Veropalms, Inc.; with and into Jacobus Properties, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Merger of Veropalms, Inc., with and into Jacobus Properties, Inc., together with a check for \$78.75 to cover the filing fee and certified copy fee.

Once the Articles of Merger have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd

Enclosures

cc: Sean Jacobus

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**ARTICLES OF MERGER OF
VEROPALMS, INC. WITH AND INTO
JACOBUS PROPERTIES, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of VEROPALMS, INC., a Florida corporation, with and into JACOBUS PROPERTIES, INC., a Florida corporation, with JACOBUS PROPERTIES, INC. being the surviving corporation, as set forth on Exhibit "A" attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents as of October 1, 2005.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED as of October 1, 2005.

VEROPALMS, INC.

By: 

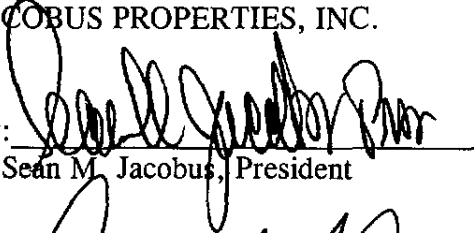
Sean Jacobus, President

Attest: 

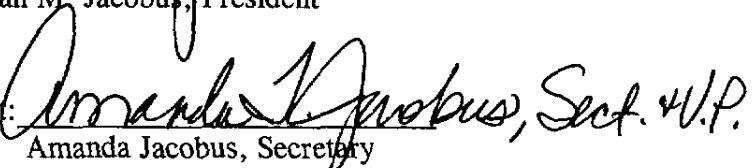
Amanda Jacobus, Secretary

JACOBUS PROPERTIES, INC.

By:


Sean M. Jacobus, President

Attest:


Amanda Jacobus, Secretary

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EXHIBIT "A"

PLAN OF MERGER OF VEROPALMS, INC. WITH AND INTO JACOBUS PROPERTIES, INC.

1. VEROPALMS, INC., a Florida corporation, shall merge with and into JACOBUS PROPERTIES, INC., a Florida corporation, with JACOBUS PROPERTIES, INC. as the surviving corporation.

2. Upon the consummation of the merger of VEROPALMS, INC. with and into JACOBUS PROPERTIES, INC., the separate existence of VEROPALMS, INC. shall cease. JACOBUS PROPERTIES, INC., as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of JACOBUS PROPERTIES, INC. shall not be affected by the merger and upon the merger, JACOBUS PROPERTIES, INC., without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of VEROPALMS, INC. prior to the merger as provided in §607.1106 of the Florida Statutes. Further, as provided in §607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with VEROPALMS, INC. shall be preserved and remain unimpaired by the merger, all liens upon the properties of VEROPALMS, INC. shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of VEROPALMS, INC. shall henceforth attach to JACOBUS PROPERTIES, INC. and may be enforced against JACOBUS PROPERTIES, INC. to the same extent as if such obligations and duties has been incurred by JACOBUS PROPERTIES, INC.. Additionally, any existing claim or action or proceeding pending by or against VEROPALMS, INC. or JACOBUS PROPERTIES, INC. may be continued as if the merger did not occur or JACOBUS PROPERTIES, INC. may be substituted in such proceedings for VEROPALMS, INC..

3. The manner and basis of converting the shares of VEROPALMS, INC. and JACOBUS PROPERTIES, INC. into shares of JACOBUS PROPERTIES, INC. are as follows:

a. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of JACOBUS PROPERTIES, INC. issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of common stock of VEROPALMS, INC. issued and outstanding shall be converted into one (1) share of common stock, One Dollar (\$1.00) par value, of JACOBUS PROPERTIES, INC.

5. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.