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Mark E. Parsons

ATTORNEY AT LAW

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January 28, 2008

Ms. Susan Payne
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Personal and Confidential

Re: HILLSBORO-HARPETH CORPORATION

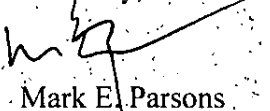
Dear Ms. Payne:

Enclosed please find a certified copy of a Consent Judgment Setting Aside Merger which I have obtained from the St. Johns County Circuit Court regarding the merger of Dobbs Road Properties, Inc. into the Hillsboro-Harpeth Corporation of Tennessee. Judge Traynor has set that merger aside. At this time, I plan to file the necessary documents to merge Dobbs Road Properties, Inc. into Hillsboro-Harpeth Corporation, a corporation recently incorporated in the State of Florida. Of course, this merger cannot occur until your agency determines that Dobbs Road Properties, Inc. is once again a corporation recognized by the laws of Florida.

I would ask you to please advise me whether the enclosed judgment meets with the requirements of setting aside the merger it addresses and whether Dobbs Road Properties, Inc. is now eligible to be merged with Hillsboro-Harpeth Corporation of Florida.

I thank you in advance for your attention to this matter and I look forward to hearing from you soon.

Sincerely,


Mark E. Parsons

MEP/pm
Enclosure

Court Order
Setting Aside
Merger Filed
10/23/06

SP 2/20

Public Records of
St. Johns County, FL
Clerk # 2008000990,
O.R. 3028 PG 1513-1514
01/07/2008 at 08:57 AM,
REC. SUR.

IN THE CIRCUIT COURT, SEVENTH
JUDICIAL CIRCUIT, IN AND FOR
ST. JOHNS COUNTY, FLORIDA

CASE NUMBER: CA08-15
DIVISION: 55

DOBBS ROAD PROPERTIES, INC.,
Plaintiff,

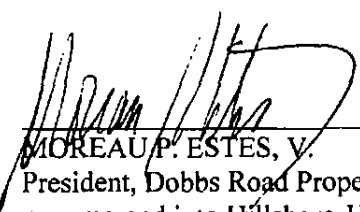
VS

HILLSBORO HARPETH CORPORATION,
Defendant.

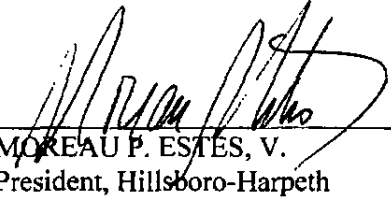
CONSENT FINAL JUDGMENT

THIS CAUSE came upon the complaint of Plaintiff to set aside a merger, and the Court being fully advised in the premises

ORDERS AND ADJUDGES that the merger of Dobbs Road Properties, Inc. into Hillsboro-Harpeth Corporation, the surviving corporation as intended by the Articles of Incorporation filed with the Department of Corporations of the State of Florida on October 23, 2006, is hereby set aside.



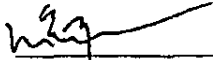
MOREAU P. ESTES, V.
President, Dobbs Road Properties, Inc.,
now merged into Hillsboro-Harpeth Corporation



MOREAU P. ESTES, V.
President, Hillsboro-Harpeth

FILED
08 FEB 20 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

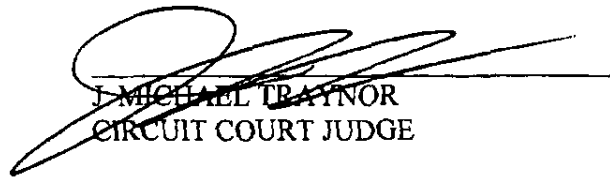
LAW OFFICE OF MARK E. PARSONS



Mark E. Parsons
1201 B Arapaho Avenue
St. Augustine, Florida 32084
(904) 826-3445
Florida Bar No.: 0705860
Attorney for Plaintiff

DONE AND ORDERED at St. Augustine, St. Johns County, Florida, this 3rd day of

January, 2008.


J. MICHAEL TRAYNOR
CIRCUIT COURT JUDGE

Copies furnished to:

Mark E. Parsons, 1201 Arapaho Avenue, Suite B, St. Augustine, Florida 32084

Moreau P. Estes, V, 2309 Plantation Lake Drive, St. Augustine, Florida 32084

I HEREBY CERTIFY THAT THIS DOCUMENT
IS A TRUE AND CORRECT COPY AS APPEARS
ON RECORD IN ST. JOHNS COUNTY, FLORIDA
WITNESS MY HAND AND OFFICIAL SEAL.
THIS 14 DAY OF Jan 2008
CHERYL STRICKLAND, CLERK

BY:  p.c

