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MERGER OR SHARE EXCHANGE
Whitecastle Georgia, Inc.

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**ARTICLES OF MERGER
OF
KEY MARCO HOLDINGS, INC
(a Florida corporation)
WITH AND INTO
WHITECASTLE GEORGIA, INC.
(a Georgia corporation)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is **WHITECASTLE GEORGIA, INC.**, a Georgia corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is **KEY MARCO HOLDINGS, INC., Inc.**, a Florida corporation (the "Terminating Corporation").

THIRD: The Plan and Agreement of Merger is attached hereto as Exhibit A.

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

FIFTH: The Plan and Agreement of Merger was adopted by written consent of the board of directors and shareholders of the Surviving Corporation as of November 30th, 2010.

SIXTH: The Plan and Agreement of Merger was adopted by written consent of the board of directors and shareholder of the Terminating Company as of November 30th, 2010.

These Articles of Merger may be executed in any number of counterparts, each of which shall constitute an original and all of which when together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 30th day of November, 2010.

KEY MARCO HOLDINGS, INC., a Florida corporation

By: [Signature]
Carey Diamond, President

WHITECASTLE GEORGIA, INC., a Georgia corporation

By: [Signature]
Carey Diamond, Chief Executive Officer

EXHIBIT A

**PLAN AND AGREEMENT OF MERGER
OF
KEY MARCO HOLDINGS, INC.
(a Florida corporation)
INTO
WHITECASTLE GEORGIA, INC.
(a Georgia corporation)**

THIS PLAN AND AGREEMENT OF MERGER is made and entered into as of the ___ day of November, 2010 by and between Key Marco Holdings, Inc., a Florida corporation and Whitecastle Georgia, Inc., a Georgia corporation.

The parties hereby agree to the following Plan and Agreement of Merger and agree that same shall be submitted for filing with the Florida Department of State in compliance with Section 607.1101, F.S.

FIRST: The name and jurisdiction of the surviving corporation is Whitecastle Georgia, Inc., a Georgia corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is Key Marco Holdings, Inc., a Florida corporation (the "Terminating Corporation").

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

1. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation.

2. The Bylaws of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, will be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided.

3. The directors and officers in office of the Surviving Corporation when the merger becomes effective shall be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation or applicable law.

FOURTH: The manner and basis of converting shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares.

obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. At the effective time of the merger, each share of common stock of the Surviving Corporation issued and outstanding as of the effective time shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Corporation.

2. All shares of the capital stock of the Terminating Corporation issued and outstanding as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first set forth above.

KEY MARCO HOLDINGS, INC

By: [Signature]
Print Name Carey Diamond
Title: President

WHITECASTLE GEORGIA, INC.

By: [Signature]
Print Name Carey Diamond
Title: President

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