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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CULLEN LEWIS, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Martin Bubley, Esq.

Contact Person

Bubley & Bubley, P.A.

Firm/Company

3820 Northdale Boulevard, Suite 312

Address

Tampa, Florida 33624

City/State and Zip Code

bubleylaw@verizon.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martin Bubley

Name of Contact Person

At (813)

963-7735

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CULLEN LEWIS, INC.</u>	<u>FLORIDA</u>	<u>S45343</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CULLEN LEWIS OF ILLINOIS, INC.</u>	<u>ILLINOIS</u>	<u>63508306</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 14, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 14, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)


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Name of Corporation

Typed or Printed Name of Individual & Title

CULLEN LEWIS, INC.


SCOTT L. STRADY, Director/President



CULLEN LEWIS OF

ILLINOIS, INC.

SCOTT L. STRADY, Director/President



PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and Chapter 805, Part 5, Section 11.05, Illinois Compiled Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

PLAN OF MERGER is made on this 14th day of DECEMBER, 2009, between CULLEN LEWIS, INC., a corporation organized and existing under the laws of the State of Florida, having its principal office at 33 W. Spanish Main Street, Tampa, Hillsborough County, Florida, and CULLEN LEWIS OF ILLINOIS, INC., a corporation organized and existing under the laws of the State of Illinois, having its principal office at 4520 Seedling Circle, Tampa, Hillsborough County, Florida.

1. SURVIVING CORPORATION.

CULLEN LEWIS, INC., a Florida corporation, shall be the surviving corporation, and all references in this Plan of Merger to "surviving corporation" shall be to CULLEN LEWIS, INC.

2. MERGING CORPORATION.

CULLEN LEWIS OF ILLINOIS, INC., an Illinois corporation, shall be the merging corporation, and all references in this Plan of Merger to "merging corporation" shall be to CULLEN LEWIS OF ILLINOIS, INC.

3. MANAGEMENT.

a. The Articles of Incorporation of CULLEN LEWIS, INC. shall continue to be the Articles of Incorporation of the surviving corporation following the effective date of the merger, until the same shall be altered or amended.

b. The Bylaws of CULLEN LEWIS, INC. shall be and remain the Bylaws of the surviving corporation until altered, amended, or repealed.

c. The directors and officers of CULLEN LEWIS, INC. in office on the effective date of the merger shall continue in office and shall constitute the directors and

officers of CULLEN LEWIS, INC. for the term elected until their respective successors shall be elected or appointed and qualified.

4. RIGHTS AND PRIVILEGES.

On the effective date of the merger, CULLEN LEWIS, INC. shall thereupon and thereafter possess all the rights, privileges, immunities, powers, and franchises, as of a public or a private nature, of the merging corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choices in action, and all and every other interest, of or belonging to or due to the merging corporation, shall be taken and deemed to be transferred to and vested in CULLEN LEWIS, INC. without further act or deed; and the title to any property or any interest therein, vested in the merging corporation shall not revert or be in any way impaired by reason of the merger.

On the effective date of the merger, CULLEN LEWIS, INC. shall thenceforth be responsible and liable for all of the liabilities and obligations of the merging corporation, and CULLEN LEWIS, INC. shall be subject to all of the restrictions, disabilities and duties of the merging corporation. The rights of creditors shall not be impaired by such merger.

5. CONVERSION OF SHARES.

The manner and basis of converting the shares of the merging corporation into shares, obligations or other securities of the surviving corporation, in whole or in part, into cash or other property, are as follows;

On the effective date of the merger, the sole shareholder of CULLEN LEWIS OF ILLINOIS, INC. shall exchange One Thousand (1,000) shares of common stock, which is all of the issued and outstanding shares in CULLEN LEWIS OF ILLINOIS, INC., for Five (5) shares of common stock of CULLEN LEWIS, INC., and all of the outstanding shares of stock of the merging corporation, CULLEN LEWIS OF ILLINOIS, INC., shall be surrendered and canceled.

6. EXPENSES OF MERGER.

CULLEN LEWIS, INC. shall pay all the expenses of accomplishing the merger.

7. SUBSEQUENT ACTS.

If at any time CULLEN LEWIS, INC. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in CULLEN LEWIS, INC. the title to any property or rights of the merging corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the merging corporation as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in CULLEN LEWIS, INC. and to otherwise carry out the provisions hereof.

IN WITNESS WHEREOF, the Chairman of the Board of Directors of CULLEN LEWIS, INC. and the Chairman of the Board of Directors of CULLEN LEWIS OF ILLINOIS, INC. have executed this **PLAN OF MERGER** under their respective corporate seals on the day and year first above written.

WITNESSES:

Candy L. Jones

Shirley D. Hawks

CULLEN LEWIS, INC.

By: 

SCOTT STRADY

Chairman, Board of Directors

Candy L. Jones

Shirley D. Hawks

CULLEN LEWIS OF ILLINOIS, INC.

By: 

SCOTT STRADY

Chairman, Board of Directors