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MERGER OR SHARE EXCHANGE

One Seven Quebec, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF MERGER
OF
ONE SEVEN QUEBEC, INC.
A Florida corporation
INTO AND WITH
ONE SEVEN QUEBEC, INC.
A Tennessee corporation**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations hereby submit the following Articles of Merger:

1. The name and jurisdiction of the surviving corporation is:

Name	Jurisdiction	Control No.
One Seven Quebec, Inc.	Tennessee	

2. The name and jurisdiction of the merging corporation is:

Name	Jurisdiction	Document No.
One Seven Quebec, Inc.	Florida	S95517

3. The Plan of Merger is attached.

4. The Merger shall become effective on August 22, 2008 at 11:59 a.m., Nashville, Tennessee time.

5. The Plan of Merger was adopted by the shareholders of the surviving corporation on August 22, 2008.

5. The Plan of Merger was adopted by the shareholders of the merging corporation on August 22, 2008.

[Remainder of page intentionally left blank; signatures begin on following page]

IN WITNESS WHEREOF, each of the constituent corporations has caused these Articles of Merger to be executed by their duly authorized officers as of the 22nd day of June, 2008.

August

One Seven Quebec, Inc., a
Florida corporation

By: 

Robert R. Culbreath, President

One Seven Quebec, Inc., a
Tennessee corporation

By: 

Robert R. Culbreath, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation is:

Name	Jurisdiction
One Seven Quebec, Inc.	Tennessee

2. The name and jurisdiction of the merging corporation is:

Name	Jurisdiction
One Seven Quebec, Inc.	Florida

3. The terms and conditions of the merger are as follows:

On August 22, 2008 at 11:59 p.m., Nashville, Tennessee time:

- a) The separate existence of the merging corporation shall cease;
- b) The title to all real estate and other property owned by the merging corporation and the surviving corporation shall be vested in the surviving corporation without reversion or impairment;
- c) The surviving corporation shall have all liabilities of the merging corporation and the surviving corporation;
- d) A proceeding pending against the merging corporation or the surviving corporation may be continued as if the Merger did not occur or the surviving corporation may be substituted for the merging corporation and the surviving corporation; and
- e) Until changed or amended in accordance with the Charter or applicable law, the Charter and the Bylaws of the surviving corporation will be the Charter and the Bylaws of the surviving corporation.

4. The manner and basis of converting the 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:

On August 22, 2008 at 11:59 p.m., Nashville, Tennessee time:

- a) Each share of common stock in the merging corporation issued and outstanding immediately prior to the merger shall automatically be canceled and shall cease to exist and no consideration shall be paid with respect thereto.
- b) Each share of common stock in the surviving corporation issued and outstanding immediately prior to the merger shall be unchanged.

EXHIBIT 1

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into as of August 22, 2008 by and between ONE SEVEN QUEBEC, INC., a Tennessee corporation ("Surviving Corporation") and ONE SEVEN QUEBEC, INC., a Florida corporation ("Acquired Corporation").

RECITALS:

- A. Surviving Corporation and Acquired Corporation desire to merge upon, and subject to, the terms, conditions and provisions set forth in this Agreement.
- B. The respective Boards of Directors of Surviving Corporation and Acquired Corporation have adopted and approved the "Merger" (as defined in Section 1) and have approved this Agreement and authorized its execution.
- C. The respective Board of Directors of Surviving Corporation and Acquired Corporation have directed that the Agreement and the Merger be submitted to their respective shareholders for adoption and approval.

AGREEMENT:

Now, THEREFORE, the parties hereby agree as follows:

- 1. **MERGER OF ACQUIRED CORPORATION INTO SURVIVING CORPORATION.** At the "Effective Time" (as defined in Section 2), Acquired Corporation shall be merged with and into Surviving Corporation in accordance with the applicable laws of the State of Tennessee ("Merger"), the separate existence of Acquired Corporation shall thereupon cease, and Surviving Corporation, as the surviving corporation in the Merger ("Surviving Corporation"), shall continue its corporate existence under the laws of the State of Tennessee.
- 2. **EFFECTIVE TIME OF MERGER.** Surviving Corporation and Acquired Corporation shall cause the Merger to be consummated by the filing of the Articles of Merger with the Secretary of State of the State of Tennessee in accordance with the applicable laws of the State of Tennessee, in such form as required by, and executed in accordance with the provisions of, applicable law. The Merger shall become effective as of August 22, 2008, at 11:59 PM provided that as of that date Articles of Merger have been filed with the Secretary of State of Tennessee ("Effective Time").
- 3. **SURVIVING CORPORATION'S CHARTER; BY-LAWS; DIRECTORS AND OFFICERS.** From and after the Effective Time, and until thereafter changed or amended in accordance with applicable law, the Charter and By-Laws of Surviving Corporation as in effect at the Effective Time shall be the Charter and By-Laws of the Surviving Corporation. From and after the Effective Time, those persons who were directors and officers of Surviving Corporation immediately prior to the

Effective Time shall be the directors and officers of the Surviving Corporation.

4. MANNER AND BASIS OF CONVERTING SHARES.

4.1 At the Effective Time, by virtue of the Merger, each share of common stock, \$45.00 par value per share, of Acquired Corporation ("Acquired Stock") which is issued and outstanding immediately prior to the Effective Time, without any action on the part of the holder thereof, shall be cancelled and shall cease to exist and no consideration shall be paid with respect thereto.

4.2 At the Effective Time, by virtue of the Merger, each share of common stock, having no par value per share, of Surviving Corporation shall be unchanged.

5. CONDITION TO MERGER; TERMINATION OF AGREEMENT.

5.1 Condition to Merger. Consummation of the Merger is expressly conditioned upon adoption of the Merger and this Agreement by the affirmative vote of the holders of a majority of the outstanding shares of Acquired Stock entitled to vote thereon and by the affirmative vote of the holders of a majority of the outstanding shares of Surviving Stock entitled to vote thereon.

5.2 Termination of Agreement. Notwithstanding approval by the shareholders of Surviving Corporation and Acquired Corporation, this Agreement may be terminated and the Merger abandoned at any time prior to the time the Agreement and Plan of Merger is filed with the Secretary of State of Tennessee, by any one of the Board of Directors of Surviving or Acquired Corporation by written notice to the other, without further shareholder action and notwithstanding approval of this Agreement and the Merger by the shareholders of either Surviving Corporation or Acquired Corporation.

6. GENERAL PROVISIONS.

6.1 Governing Law. This Agreement shall be governed by, and shall be construed and enforced in accordance with, the laws of the State of Tennessee, without giving effect to any conflict of law rule or principle of such state.


6.2 Headings; Section References. Section headings or captions contained in this Agreement are inserted only as a matter of convenience and reference and in no way define, limit, extend or describe the scope of this Agreement, or the intent of any provision hereof. All references herein to Sections shall refer to Sections of this Agreement unless the context clearly otherwise requires.

6.3 Parties Affected. All of the terms, provisions and conditions of this Agreement shall be binding upon and inure to the benefit of and be enforceable by the parties hereto and their successors and assigns.

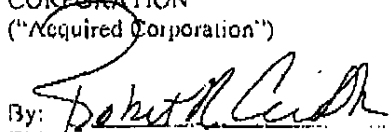
[Remainder of page intentionally left blank; signatures begin on following page.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed,
acknowledged and delivered as of the date first above written.

ONE SEVEN QUEBEC, INC., A TENNESSEE
CORPORATION
("Surviving Corporation")


By: _____
Title: _____

ONE SEVEN QUEBEC, INC., A FLORIDA
CORPORATION
("Acquired Corporation")


By: _____
Title: _____