

12-27-05 11:14 From:
Division of Corporations

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From: Account Name : HUNTON & WILLIAMS
Account Number : I2000000236
Phone : (305) 810-2542
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05 DEC 27 AM 8:00

DIVISION OF CORPORATIONS

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2005 DEC 27 AM 10:00

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MERGER OR SHARE EXCHANGE

COW BONE SLOUGH, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	09
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\$130.00

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J. BRAMAN DEC 28 2005

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Merger of COLLIER LB into COW BONE SLOUGH, LP.

Dear Sir or Madam

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

Please return all correspondence concerning this matter to the following:

Abigail Wans-FitzGerald
(Name of Person)

Hunton & Williams LLP
(Firm/Company)

1111 Brickell Avenue, Suite 2500
(Address)

Miami, Florida 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Abigail Wans-FitzGerald at (305) 810-2513
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Chilton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CR2E08U (3/05)

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TALLAHASSEE, FLORIDA
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Collier LB</u>	<u>Florida</u>	<u>General Partnership</u>

3001 Tamiami Trail North

Suits 207

Naples, Florida 34103

Florida Document/Registration Number: N/A

FEI Number: 65-0278902

2. _____

Florida Document/Registration Number: _____

FEI Number: _____

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Cow Bone Slough, Ltd.</u>	<u>Florida</u>	<u>Limited Partnership</u>
<u>3001 Tamiami Trail North</u>		
<u>Suite 207</u>		
<u>Naples, Florida 34103</u>		

Florida Document/Registration Number: A0500000705 FEI Number: 20-2773813

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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CORPORATIONS
TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

December 31, 2005 on the close of business





(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

FILED
2005 DEC 27 AM 10:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entry</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Collier LB</u>		<u>Miles C. Collier</u>
		<u>Barran G. Collier II</u>
<u>Cow Bone Slough, Ltd.</u>		<u>MCC Management of Naples, Inc.</u>
		<u>By: Miles C. Collier, President</u>
		<u>BGC II Management of Naples, Inc.</u>
		<u>By: Barran G. Collier II, President</u>

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Collier LB	Florida

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 TALLAHASSEE, FLORIDA
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SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cow Bone Slough, Ltd.	Florida

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

At the effective date of the merger as set forth in the Articles of Merger, which shall be December 31, 2005, each partner of Collier LB shall exchange its, his or her entire general partnership in Collier LB for a limited partnership interest in Cow Bone Slough, Ltd.

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each partner of Collier LB shall receive a limited partnership interest in Cow Bone Slough, Ltd. in the same percentage as that the assets that they have contributed to Cow Bone Slough, Ltd., both directly and indirectly, bears to the total of such assets contributed to Cow Bone Slough, Ltd. by all such partners.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

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TALLAHASSEE, FLORIDA

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-individual, Florida Document/Registration Number</u>
MCC Management of Naples, Inc. 3001 Tamiami Trail North, Suite 207 Naples, Florida 34103	P98000047706
BGC II Management of Naples, Inc. 3001 Tamiami Trail North, Suite 207 Naples, Florida 34103	P02000081452

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

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TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

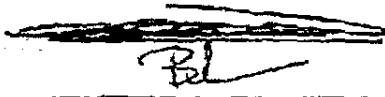
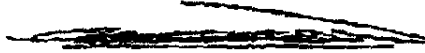

December 31, 2005 on the close of business

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Collier LB</u>		<u>Miles C. Collier</u>
		<u>Barron G. Collier II</u>
<u>Cow Bone Slough, Ltd.</u>		<u>MCC Management of Naples, Inc.</u>
		<u>By: Miles C. Collier, President</u>
		<u>BGC II Management of Naples, Inc.</u>
		<u>By: Barron G. Collier II, President</u>

(Attach additional sheet(s) if necessary)

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