

L00000010594

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000054990 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

427  
020387  
59079

To: Division of Corporations  
Fax Number : (850)922-4000

From: GAIL S. ANDRE'  
Account Name : LOWMEES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407)843-4600  
Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF ARTICLES OF MERGER WITH AN EFFECTIVE DATE OF TODAY, OCTOBER 18, 2000 AND FORWARD CERTIFICATE TO ME AS SOON AS POSSIBLE. THANK YOU GAIL S. ANDRE'

MERGER OR SHARE EXCHANGE

SHADOWCHASER, LLC

RECEIVED

00 OCT 18 PM 2:55

DIVISION OF CORPORATIONS

DEPT. OF STATE  
TALLAHASSEE FLORIDA

00 OCT 18 AM 8:57

FILED

10/19

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$96.25

27  
35  
30  
/ 90

Electronic Filing Menu

Corporate Filing

Public Access Help

4-1-5

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SHADOWCHASER, INC. a Florida entity P98000032248

INTO

SHADOWCHASER, LLC, a Florida entity, L00000010594

File date: October 18, 2000

Corporate Specialist: Lee Rivers

**ARTICLES OF MERGER**

**OF**

**SHADOWCHASER, INC.,  
a Florida corporation**

**WITH AND INTO**

**SHADOWCHASER, LLC,  
a Florida limited liability company**

*pg 8-32248  
L-10594*

Pursuant to Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, Shadowchaser, Inc., a Florida corporation, and Shadowchaser, LLC, a Florida limited liability company, hereby adopt the following Articles of Merger for the purpose of effecting the merger of Shadowchaser, Inc., a Florida corporation, with and into Shadowchaser, LLC, a Florida limited liability company (the "Merger"):

**FIRST:** Pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, the Plan of Merger of Shadowchaser, Inc., a Florida corporation (the "Corporation") with and into Shadowchaser, LLC, a Florida limited liability company (the "Company"), is as follows:

(1) At the Effective Time (as hereinafter defined), the Corporation shall be merged with and into the Company and the Company shall be the surviving company of the Merger. The Company is hereinafter sometimes referred to as the "Surviving Entity."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

**FILED**

(b) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law.

(c) The Operating Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity until thereafter amended as provided by law.

(3) The manner and basis of converting, distributing or exchanging the shares of common stock in the Corporation for Membership Units of the Company is as follows:

(a) Each original share of Class A Voting Common Stock of the Corporation issued and outstanding as of the Effective Time, by virtue of the Merger and as of the Effective Time, shall be converted into and become, without any action on the part of the holder thereof, the right to receive one (1) Class A Membership Unit of the Surviving Entity, and each original share of Class B Non-Voting Common Stock of the Corporation issued and outstanding as of the Effective Time, by virtue of the Merger and as of the Effective Time, shall be converted into and become, without any action on the part of the holder thereof, the right to receive one (1) Class B Membership Unit of the Surviving Entity.

(b) At and after the Effective Time, each holder of shares of common stock of the Corporation upon presentation and surrender of the certificate or certificates therefore to the Surviving Entity, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of Membership Units of the Surviving Entity to which he is entitled as provided in Section (3)(a) hereof. Until so presented and surrendered in exchange for Membership Units of the Surviving Entity, each certificate which represented shares of common stock of the Corporation, shall be deemed for all purposes to evidence ownership of the number and type of Membership Units of the Surviving Entity into which such shares of common stock have been converted pursuant to the Merger.

(4) The Managers of the Company immediately prior to the Effective Time shall be the Managers of the Surviving Entity. The names and business addresses of such Managers are as follows:

Peter Gregor Jamieson  
9213 Cromwell Gardens Court  
Orlando, Florida 32827

Arno Anthonius Johannes Hovius  
Zenderstraat 9  
1223 DR Hilversum Netherland OC

Donald Charles George Armour  
Florijn 2  
8253 DM Dronten OC

FILED  
OCT 18 AM 8:57  
TALLAHASSEE FLORIDA

H00000054990 7

Clifford Rees Morgan, II  
9316 Thurloe Place  
Orlando, Florida 32829

(5) The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Division of Corporation of the Department of State of the State of Florida.

**SECOND:** Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of the Corporation, all of the directors and shareholders of the Corporation approved the Merger by written consents dated as of September 1, 2000.

**THIRD:** Pursuant to the applicable provisions of the Florida Limited Liability Company Act and the Operating Agreement of the Company, all of the Managers and Class A Members of the Company approved the Merger by a written consent dated as of September 1, 2000.

**IN WITNESS WHEREOF,** the Corporation and the Company have caused these Articles of Merger to be signed on their behalf by their respective duly authorized representatives on this 6th day of September, 2000.

SHADOWCHASER, INC., a Florida corporation

By: P. Gregor Jamieson (as president)  
Peter Gregor Jamieson, President

SHADOWCHASER, LLC, a Florida limited liability company

By: P. Gregor Jamieson (as manager)  
Peter Gregor Jamieson, Manager

FILED  
0006  
18 AM 8:57  
TALLAHASSEE FLORIDA  
DEPARTMENT OF STATE