

L01000003464

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July 10, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

~~200004485662-1~~
~~-07/19/01-01034-001~~
~~*****25.00 *****25.00~~

Re: **Merger of Carter Road, LLC and Small Bay Partners, LLC**

Gentlemen:

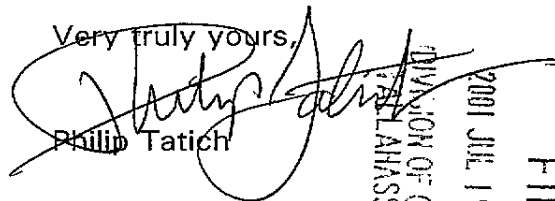
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-07/19/01-01034-001
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We are enclosing herewith the original and one copy of the *Articles Of Merger* whereby Carter Road, LLC is merged into Small Bay Partners, LLC, with Small Bay Partners, LLC being the surviving entity. We are also enclosing a check in the amount of \$85.00 to cover the following fees:

Filing Fee	\$25.00
Two (2) Certified Copies	<u>60.00</u>
Total	\$85.00

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*****85.00 *****85.00

The certified copies of the *Articles Of Merger* should be returned to the undersigned.

Very truly yours,

Philip Tatich

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TALLAHASSEE, FLORIDA

PT:cys

Enclosures

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CARTER ROAD, LLC, a Florida entity, L00000011709

INTO

SMALL BAY PARTNERS, LLC, a Florida entity, L01000003464

File date: July 19, 2001

Corporate Specialist: Shawn Logan

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to Section 608.4382, Florida Statutes (2001), the undersigned limited liability companies hereby adopt and submit the following *Articles of Merger*:

ARTICLE I - PLAN OF MERGER

The *Plan of Merger* of **CARTER ROAD, LLC**, a Florida limited liability company (Document No. L00000011709), with and into **SMALL BAY PARTNERS, LLC**, a Florida limited liability company (Document No. L01000003464), with **SMALL BAY PARTNERS, LLC**, being the surviving entity, is attached hereto as **Exhibit "A"**.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The *Plan of Merger* was approved by unanimous consent of all of the Members of **CARTER ROAD, LLC** and **SMALL BAY PARTNERS, LLC** as of July 10, 2001.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the merger shall be as of the date of filing of these *Articles of Merger* with the Florida Department of State.

CARTER ROAD, LLC, a Florida limited liability company

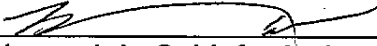
By: **SCHIEFER-DECKER PROPERTIES, INC.**, a Florida corporation, as Manager

By: 
Howard A. Schieferdecker, President

July 10, 2001

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**SMALL BAY PARTNERS, LLC, a Florida
limited liability company**
By: **LSL CORPORATION**, a Florida corporation
as Manager

By: 
Howard A. Schieferdecker, President

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**PLAN OF MERGER OF CARTER ROAD, LLC
WITH AND INTO SMALL BAY PARTNERS, LLC**

The following *Plan of Merger*, which was adopted and approved by each party thereto in accordance with the provisions of Section 608.4381, *Florida Statutes*.

1. **CARTER ROAD, LLC**, a Florida limited liability company ("Carter"), shall merge with and into **SMALL BAY PARTNERS, LLC**, a Florida limited liability company ("Small Bay"), with Small Bay as the surviving entity.

2. Upon the consummation of the merger of Carter with and into Small Bay, the separate existence of Carter shall cease. Small Bay as the surviving entity shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges and powers of Small Bay shall not be affected by the merger and upon the merger, Small Bay, without further act or deed and without reversion or impairment, shall own and possess all of the property of every description, real or personal, and the interests, rights, privileges and powers of Carter prior to the merger as provided in Section 608.4383, Florida Statutes. Further, as provided in Section 608.4383, Florida Statutes, all rights of creditors and any person or persons dealing with Carter shall be preserved and remain unimpaired by the merger, all liens upon the properties of Carter shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Carter shall henceforth attached to Small Bay and be

EXHIBIT "A"

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enforceable against Small Bay to the same extent as if such obligations and duties had been incurred by Small Bay. Additionally, any existing claim, action or proceeding pending by or against Carter or Small Bay may be continued as if the merger did not occur or Small Bay may be substituted in such proceedings for Carter.

3. The manner and basis of converting the membership interests of Carter and Small Bay into membership interests of Small Bay are as follows:

- (a) At the effective date of the merger, each unit of membership interest of Small Bay issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.
- (b) At the effective date of the merger, the membership interests of the members of Carter shall be converted into units of membership interest in Small Bay as follows:

<u>Name</u>	<u>Number of Units</u>
Schieferdecker Living Trust Dated May 26, 1999	48
Crawford Family Trust Dated January 29, 2001	32

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- (c) At the effective date of the merger, the members of Carter shall be paid the following sums by Small Bay:

<u>Name</u>	<u>Amount of Payment</u>
Schieferdecker Living Trust Dated May 26, 1999	\$80,000

4. The *Articles of Organization* of Small Bay in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the

Articles of Organization of Small Bay.

5. The effective date of the merger shall be the date of filing the *Articles of Merger* with the Florida Department of State.

IN WITNESS WHEREOF, these presents have been executed on behalf of **CARTER ROAD, LLC** and **SMALL BAY PARTNERS, LLC** as the 10th day of July, 2001.

CARTER ROAD, LLC, a Florida limited liability company

By: **SCHIEFER-DECKER PROPERTIES, INC.**, a Florida corporation, as Manager

By: 
Howard A. Schieferdecker, President

SMALL BAY PARTNERS, LLC, a Florida limited liability company,

By: **LSL CORPORATION**, a Florida corporation, as Manager

By: 
Howard A. Schieferdecker, President

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