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NO0000002699

April 5, 2002

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Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Clearwater County Club Management, Inc.
Merger

Gentlemen:

I am enclosing herewith the following documents in connection with the Merger of Clearwater County Club Management, Inc. and Clearwater County Club, Inc.:

1. Articles of Merger
2. Plan of Merger
3. Check from Clearwater Country Club payable to Secretary of State in the amount of \$70.00.

Please file the Merger and Plan of Merger and forward written confirmation to this office.

Thank you.

Very truly yours,


Emil G. Pratesi

EGP/ges
Enclosures

FILED
02 APR -9 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/5/02
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SPY

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CLEARWATER COUNTRY CLUB, INC., a Florida entity, #705691

INTO

CLEARWATER COUNTRY CLUB MANAGEMENT, INC., a Florida entity,
N00000002699.

File date: April 9, 2002

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
(Not for Profit Corporations)

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to Section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Clearwater Country Club Management, Inc.	a Florida not for profit corporation

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Clearwater Country Club, Inc.	a Florida not for profit corporation

Third: The Plan of Merger is attached.

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

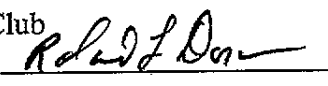
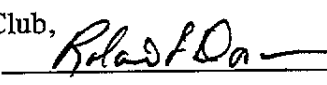
Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

SECTION I - The plan or merger was adopted by written consent of the members and executed in accordance with Section 617.0701, Florida Statutes.

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION

SECTION I - The Plan of Merger was adopted by the members of the merging corporation on August 23, 2001. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 127 FOR -0- AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Clearwater Country Club Management, Inc.		<u>ROLAND L. DORAN PRESIDENT</u>
Clearwater Country Club, Inc.		<u>ROLAND L. DORAN PRESIDENT</u>

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 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>
Clearwater Country Club, Inc.	Florida
Clearwater Country Club Management, Inc.	Florida

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TALAHASSEE, FLORIDA

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SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Clearwater Country Club Management, Inc.	Florida

THIRD: The Articles of Incorporation of Clearwater Country Club Management, Inc. in effect immediately before the merger shall not be changed by the merger and shall continue to be its Articles of Incorporation subsequent to the merger.

FOURTH: The directors and officers of Clearwater Country Club Management, Inc. immediately before the merger shall continue to be the directors and officers immediately following the merger.

FIFTH: The members of Clearwater Country Club, Inc. and Clearwater Country Club Management, Inc. immediately before the merger shall all be members of Clearwater Country Club Management, Inc. immediately following the merger, and, without further action, shall possess all rights and obligations granted to members of Clearwater Country Club Management by its charter and bylaws.

SIXTH: On the effective date of the merger, the separate existence of Clearwater Country Club, Inc. shall cease and Clearwater Country Club Management, Inc., without further action, shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of Clearwater Country Club, Inc., without further action, shall be vested in Clearwater Country Club Management, Inc. immediately following the merger. Following the merger, Clearwater Country Club Management, Inc. shall be responsible for all liabilities and obligations of Clearwater Country Club, Inc. Any claim existing or action or proceeding pending against Clearwater Country Club, Inc. may be continued as if the merger did not occur or Clearwater Country Club Management, Inc. may be substituted for Clearwater Country Club, Inc. in any such proceeding. Neither the rights of creditors of nor any liens on the property of Clearwater Country Club, Inc. shall be impaired by the merger.

SEVENTH: The merger shall be effective when the Articles of Merger are filed with the Florida Department of State, or at such other time specified in the Articles of Merger.

EIGHTH: Notwithstanding anything to the contrary contained in this plan, this Plan of Merger may be terminated and abandoned by the Board of Directors of Clearwater Country Club Management, Inc. or the Board of Directors of Clearwater Country Club, Inc. at any time before the filing of Articles of Merger.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on August 23, 2001.

WITNESSES:

CLEARWATER COUNTRY CLUB, INC.,
a Florida corporation

Jacob B. Baily
Richard P. Lemos

BY:

Roland J. Dore
President

CLEARWATER COUNTRY CLUB
MANAGEMENT, INC.,
a Florida corporation

Jacob B. Baily
Richard P. Lemos

BY:

Roland J. Dore
President

FILED
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12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA