

N97000000267

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OF COUNSEL
GEORGE SCHWIND, P.A.

April 9, 1998

FILED
98 APR 20 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (561) 659-0987
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Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

400002486354--6
-04/13/98--01050--004
****122.50 ****122.50

Re: Merger of Sailfish Point Utility Corporation, a Delaware For Profit Corporation Into Sailfish Point Service Corporation, a Florida Not For Profit Corporation

Gentlemen:

In order to effectuate the captioned merger, I am enclosing the following merger documents which I request be filed with the Division of Corporations:

1. Articles of Merger of Domestic and Foreign Corporations Into Sailfish Point Service Corporation.
2. Agreement and Plan of Merger.
3. Articles of Amendment to Articles of Incorporation of Sailfish Service Corporation (changing name of surviving corporation).
4. Resolution of the Board of Directors of Sailfish Point Utility Corporation adopting Plan of Merger.
5. Resolution of the Board of Directors of Sailfish Point Service Corporation adopting Plan of Merger.
6. Resolution of the Board of Directors of Sailfish Point Service Corporation giving stockholder consent to merger.
7. Unanimous consent of stockholders of Sailfish Point Utility Corporation adopting Resolution to approve merger.

APR 22 1998

Merger

VS APR 22 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

SAILFISH POINT UTILITY CORPORATION, a Delaware corporation, 843499

INTO

SAILFISH POINT SERVICE CORPORATION, a Florida corporation,
N97000000267

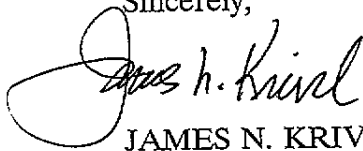
File date: April 20, 1998

Corporate Specialist: Velma Shepard

Florida Department of State
Division of Corporations
April 9, 1998
Page 2

Also enclosed, is a check in the amount of \$122.50 to cover filing fees. After the above documents are filed, would you please return a certified copy of same. If you require any further information or documentation in order to effect the merger, please contact me at your earliest convenience? Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "James N. Krivok", written over a large, stylized circular flourish.

JAMES N. KRIVOK
For the Firm

JNK:hh
enclosures
cc: Association
31170304.09L

**ARTICLES OF MERGER OF DOMESTIC AND
FOREIGN CORPORATIONS INTO
SAILFISH POINT SERVICE CORPORATION
(Surviving Corporation)**

FILED
98 APR 20 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1105 of the Florida Not-for-Profit Corporations Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The names of the undersigned corporations and the States under the laws of which they are organized are, respectively:

NAME OF CORPORATION	STATE OF INCORPORATION
Sailfish Point Service Corporation	Florida
Sailfish Point Utility Corporation	Delaware

Sailfish Point Service Corporation is the surviving corporation.

2. The laws of the State of Delaware under which the constituent foreign corporation is duly organized permit merger.

3. The name of the surviving corporation is Sailfish Point Service Corporation, and it is to be governed by the laws of the State of Florida.

4. The attached Plan of Merger was approved by the Board of Directors of the undersigned domestic corporation in the manner prescribed by applicable Florida law, and was approved by the Board of Directors and Shareholders of the undersigned foreign corporation in the manner prescribed by the laws of the Sate of Delaware under which it is organized.

5. Sailfish Point Service Corporation is a non-stock, not-for-profit corporation. Sailfish Point Utility Corporation has 1,000 shares of common stock with a \$1.00 par value authorized, all of which are issued and outstanding.

6. Sailfish Point Utility Corporation's shareholders voted on the Plan of Merger as follows:

VOTES FOR: 1,000

VOTES AGAINST: 0

7. The members of Sailfish Point Service Corporation are not entitled to vote on the Plan of Merger according to the Articles of Incorporation, the Bylaws of said Corporation and Section 617.072(1) and 617.1103, Florida Statutes.

8. The effective date of the merger shall be the date the Articles of Merger are filed by the Florida Department of State.

Dated this 4 day of December, 1997.

SAILFISH POINT SERVICE CORPORATION

(Seal)

By:


James L. Spiegel, President

SAILFISH POINT UTILITY CORPORATION

(Seal)

By:


James L. Spiegel, President

31170309.243

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into this 4 day of December, 1997, between SAILFISH POINT UTILITY CORPORATION (Absorbed Corporation) and SAILFISH POINT SERVICE CORPORATION (Surviving Corporation), hereinafter collectively referred to as "Constituent Corporations".

STIPULATIONS

1. Sailfish Point Utility Corporation is a Delaware Corporation qualified to transact business in the State of Florida and was incorporated as a public utility to operate, manage and maintain the water and wastewater treatment facilities serving Sailfish Point.

2. Sailfish Point Utility Corporation has authorized the issuance of One Thousand (1,000) shares of common stock, with a par value of One Dollar (\$1.00), all of which shares are issued and outstanding.

3. Sailfish Point Service Corporation is a Florida not for profit corporation organized to operate, manage and maintain the water and waste water treatment facilities at Sailfish Point as a private utility company.

4. Sailfish Point Service Corporation has acquired all of the outstanding shares of SPUC stock.

5. The Boards of Directors of the Constituent Corporations deem it desirable and in the best interest of the Constituent Corporations, their members and/or shareholders, that said corporations be merged and that the Surviving Corporation shall be Sailfish Point Service Corporation.

IN CONSIDERATION of the mutual covenants, terms and conditions set forth herein, the Constituent Corporations agree as follows:

I. MERGER.

Sailfish Point Utility Corporation shall merge into and with Sailfish Point Service Corporation, which shall be the Surviving Corporation.

II. TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed

corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

III. RETIREMENT OF SHARES.

When the merger becomes effective, all shares of Sailfish Point Utility Corporation stock shall be retired without payment of any consideration to Sailfish Point Service Corporation, which is the sole shareholder of all outstanding shares of SPUC stock. The conversion shall be effected as follows after the effective date of the merger: the stock certificate for the 1,000 shares of Sailfish Point Utility Corporation stock shall be delivered to the Secretary of the Surviving Corporation, who shall cause the endorsement "CANCELLED" to be boldly placed on the front and rear of the stock certificate and cause said certificate to be placed into the corporate record book of Sailfish Point Utility Corporation.

IV. ARTICLES OF INCORPORATION OF SURVIVING CORPORATION.

The Articles of Incorporation of the Surviving Corporation, Sailfish Point Service Corporation, shall continue to be its Articles of Incorporation following the effective date of the merger, except as amended from time to time hereafter.

V. BYLAWS OF SURVIVING CORPORATION

The Bylaws of the surviving corporation shall continue to be its Bylaws following the effective date of the merger, except as amended from time to time hereafter.

VI. DIRECTORS AND OFFICERS

The directors and officers of the Surviving Corporation, on the effective date of the merger, shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed.

VII. PROHIBITED TRANSACTIONS

Neither of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in ordinary course of business, except that the Constituent Corporations shall take all actions necessary or appropriate under the laws of the State of Florida and the laws of the State of Delaware to consummate this merger.

VIII. APPROVAL BY SHAREHOLDERS

This plan of merger shall be submitted for the approval of the shareholders of the Sailfish Point Utility Corporation in the manner provided by the applicable laws of the State of Delaware at a meeting to be held on or before Dec. 1, 1997, or at such other time as to which the Boards of Directors of the Constituent Corporations may agree, or by the written consent of all shareholders of Sailfish Point Utility Corporation. Approval of the members of Sailfish Point Service Corporation is not required pursuant to the Articles of Incorporation and Bylaws of Sailfish Point Service Corporation.

IX. EFFECTIVE DATE OF MERGER

The effective date of this merger shall be the date when the Articles of Merger are filed by the Florida Department of State.

X. ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by the action of the Board of Directors of either Constituent Corporation at any time prior to the effective date upon the happening of either of the following events:

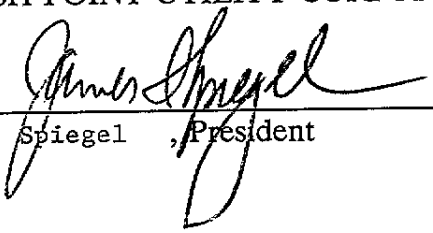
- a. If the merger is not approved by the stock holders of the Constituent Corporation; or
- b. If, in the judgment of the Board of Directors of either Constituent Corporation, the merger would be impracticable because of the number of descending shareholders asserting appraisal rights under the laws of the State of Florida.

XI. EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective Secretaries pursuant to the authorization of their respective Boards of Directors on the date first written above.

SAILFISH POINT UTILITY CORPORATION


James I. Spiegel, President


Michael J. DeLCollo, Secretary

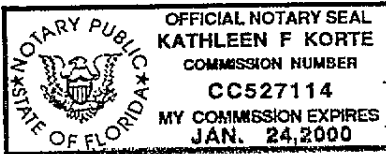
SAILFISH POINT SERVICE CORPORATION

James I. Spiegel
James I. Spiegel, President

George Mayer
George Mayer, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN) ss.

BEFORE ME, appeared James I. Spiegel and Michael G. Bel Cello are
to me (who did produce _____ as identification) and stated that
~~he is~~ they are the President and Secretary of SAILFISH POINT UTILITY CORPORATION,
that he has read the foregoing Affidavit, and swears that the contents thereof are true to the
best of his knowledge and belief, this 7 day of December, 1997.



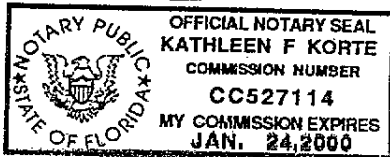
Kathleen F. Korte

Kathleen F. Korte, Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF MARTIN) ss.

BEFORE ME, appeared James I. Spiegel and George Mayer are
to me (who did produce _____ as identification) and stated that
~~he is~~ they are the President and Secretary of SAILFISH POINT SERVICE
CORPORATION, that he has read the foregoing Affidavit, and swears that the contents
thereof are true to the best of his knowledge and belief, this 4 day of December,
1997.



Kathleen F. Korte

Kathleen F. Korte, Notary Public

My Commission Expires:

31170309.agr

**RESOLUTION OF THE BOARD OF DIRECTORS
OF SAILFISH POINT SERVICE CORPORATION
ADOPTING PLAN OF MERGER**

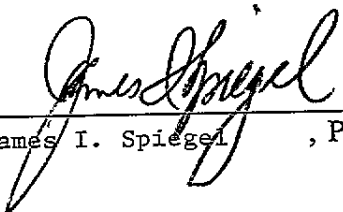
Since there has been presented and discussed at this meeting a plan providing for the merger of Sailfish Point Service Corporation and Sailfish Point Utility Corporation; and

Since this Board of Directors deems it to be in the best interest of this Corporation that Sailfish Point Service Corporation merge with Sailfish Point Utility Corporation, it is;

RESOLVED, that the terms and conditions of the Plan of Merger presented at this meeting are approved and adopted and that this corporation merge pursuant to the terms of such agreement; and

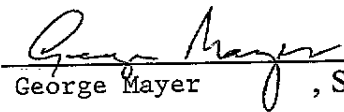
FURTHER RESOLVED, that the President and Secretary are authorized and directed to execute and deliver to Sailfish Point Utility Corporation, in the name of the Corporation, the Plan of Merger presented at this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;

FURTHER RESOLVED, that the officers of this Corporation are authorized and directed to prepare and execute Articles of Merger as required by Florida law, and to execute all documents and, in general, to take all necessary and proper action to carry out the purposes of these Resolutions.

By: 
James I. Spiegel, President

Attested to:

Date: 12-4-97

By: 
George Mayer, Secretary

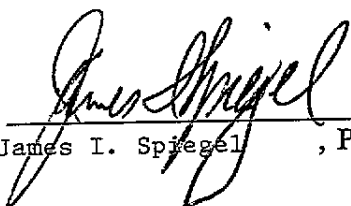
**RESOLUTION OF BOARD OF DIRECTORS
OF SAILFISH POINT SERVICE CORPORATION
TO GIVE STOCKHOLDER CONSENT TO THE MERGER OF
SAILFISH POINT UTILITY CORPORATION INTO
SAILFISH POINT SERVICE CORPORATION**

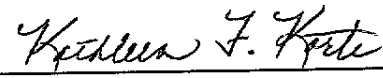
Since Sailfish Point Service Corporation is the sole stockholder of Sailfish Point Utility Corporation; and

Since this Board of Directors believes it is in the best interest of Sailfish Point Service Corporation, as the stockholder of Sailfish Point Utility Corporation (SPUC), that SPUC be merged with and into Sailfish Point Service Corporation; it is

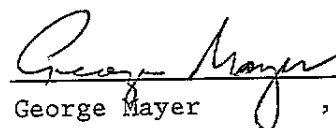
RESOLVED, that Sailfish Point Service Corporation, as sole stockholder of SPUC, consents to the merger of SPUC with Sailfish Point Service Corporation, pursuant to the Agreement and Plan of Merger, a copy of which is attached as Exhibit "A" and incorporated by reference;

FURTHER RESOLVED, that the President and Secretary are authorized and directed to execute a Consent to Merger on behalf of Sailfish Point Service Corporation, as the sole stockholder of SPUC, consenting to the merger of SPUC with Sailfish Point Service Corporation, pursuant to the Agreement and Plan of Merger.

By: 
James I. Spiegel, President

Attested to: 

Date: 12-4-97

By: 
George Mayer, Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS
OF SAILFISH POINT UTILITY CORPORATION
ADOPTING PLAN OF MERGER**

Since there has been presented and discussed at this meeting a plan providing for the merger of Sailfish Point Service Corporation and Sailfish Point Utility Corporation; and

Since this Board of Directors deems it to be in the best interest of this Corporation that Sailfish Point Utility Corporation merge with Sailfish Point Service Corporation, it is;

RESOLVED, that the terms and conditions of the Plan of Merger presented at this meeting are approved and adopted and that this corporation merge pursuant to the terms of such agreement; and

FURTHER RESOLVED, that the President and Secretary are authorized and directed to execute and deliver to Sailfish Point Service Corporation, in the name of the Corporation, the Plan of Merger presented to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;

FURTHER RESOLVED, that the officers of this Corporation are authorized and directed to prepare and execute Articles of Merger as required by Florida law, and to execute all documents and, in general, to take all necessary and proper action to carry out the purposes of these Resolutions.

By: _____

James I. Spiegel, President

Date: _____

12-4-97

Attested to:

By: _____

Michael J. Del Collo, Secretary

**UNANIMOUS CONSENT OF STOCKHOLDERS
OF
SAILFISH POINT UTILITY CORPORATION
TO ADOPT RESOLUTION WITHOUT A MEETING**

WE, THE UNDERSIGNED, being all the stockholders having voting power of SAILFISH POINT UTILITY CORPORATION, (the "Company"), a corporation organized and existing under the laws of the State of Delaware, do hereby waive call, notice, formal meeting and vote, and DO HEREBY GIVE OUR CONSENT in writing, as provided by Section 275(c) of the General Corporation Law of Delaware, to the adoption of the following resolution:

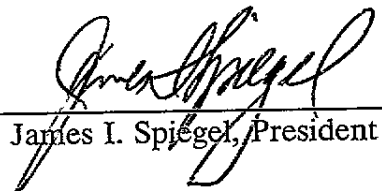
PLAN OF MERGER

RESOLVED, that it is the desire of the stockholders of SAILFISH POINT UTILITY CORPORATION to merge SAILFISH POINT UTILITY CORPORATION with SAILFISH POINT SERVICE CORPORATION, with SAILFISH POINT SERVICE CORPORATION being the surviving corporation subject to the terms and conditions of the Plan of Merger attached hereto as Exhibit "A" and incorporated herein.

IN WITNESS WHEREOF, we have executed this Unanimous Consent on this 21 day of November, 1997.

SAILFISH POINT SERVICE CORPORATION

By: _____


James I. Spiegel, President