



P00000025357

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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TALLAHASSEE, FLORIDA

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✓ Merger

1.) TRANSCend Development Corp.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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3.)
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATION

EFFECTIVE DATE
12-31-01

SPECIAL INSTRUCTIONS

C. Coulliette DEC 28 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

TWIN LAKES DEVELOPMENT CORP OF BRANDON, a Florida corporation,
P96000042060

INTO

TRANSCEND DEVELOPMENT CORP., a Florida entity, P00000025357

File date: December 28, 2001, effective December 31, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

TO: DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

FILED
2001 DEC 28 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, having adopted a Plan and Agreement of Merger, hereby and pursuant to section 607.1105 of the Florida Statutes, hereby adopts these articles of merger. The name of the surviving corporation is **TRANSCEND DEVELOPMENT CORP.**, a Florida corporation, authorized to do business in the State of Florida. The name of the disappearing corporation is **TWIN LAKES DEVELOPMENT CORP. OF BRANDON**.

Approval by Shareholders and Directors

The Plan and Agreement of Merger of the undersigned corporations was adopted and agreed to by all of the Shareholders and Directors of the disappearing corporation and surviving corporation pursuant to Section 607.1103 of the Florida Business Corporation Act, on December 26, 2001, and the same shall be applicable to the surviving and disappearing corporations.

Effective Date

The merger of the undersigned corporations was approved in accordance with the Plan and Agreement of Merger dated December 26, 2001. In accordance with Florida Statute 607.1105, the effective date of the merger shall be on December 31, 2001 at 11:59 p.m.

Articles of Incorporation

No changes in the Articles of Incorporation of the surviving corporation have been made.

Plan of Exchange

EFFECTIVE DATE
12-31-01

The directors of TRANSCEND DEVELOPMENT CORP. and TWIN LAKES DEVELOPMENT CORP. OF BRANDON adopted the Plan and Agreement of Merger on the 26th day of December 2001. The Plan and Agreement of Merger provides for TWIN LAKES DEVELOPMENT CORP. OF BRANDON to transfer to TRANSCEND DEVELOPMENT CORP. all of the assets of TWIN LAKES DEVELOPMENT CORP. OF BRANDON subject to all of their liabilities and obligations, and complete cancellation of all of the capital stock of TWIN LAKES DEVELOPMENT CORP. OF BRANDON. The certificates representing the shares of stock of the disappearing corporation shall be surrendered and cancelled on the date as set forth above.

IN WITNESS WHEREOF, the surviving corporation and disappearing corporation have caused the respective corporate names to be signed hereto by their respective President and Secretary, duly authorized and acknowledged accordingly on this 26th day of December, 2001.

Attest:

By:

Ali Hasbini,
Secretary

(SEAL)

DATED: 12-26-01

TRANSCEND DEVELOPMENT CORP.

By:

Ali Hasbini,
President

Attest:

By:

Ali Hasbini,
Secretary

(SEAL)

DATED: 12-26-01

TWIN LAKES DEVELOPMENT CORP.
OF BRANDON

By:

Ali Hasbini,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ALI HASBINI, President and Secretary of TRANSCEND DEVELOPMENT CORP., to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, ~~or who produced~~ as identification, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 26 day of December, 2001.

Notary Public

Print Name
State of Florida

My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ALI HASBINI, President and Secretary of TWIN LAKES DEVELOPMENT CORP. OF BRANDON, to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, ~~or who produced~~ as identification, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 26 day of December, 2001.

Notary Public

Print Name
State of Florida

My Commission Expires:

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, hereinafter called the "Agreement," with an effective date of December 31, 2001, by and between TWIN LAKES DEVELOPMENT CORP. OF BRANDON, a Florida corporation, (hereinafter referred to as the "Merging Corporation"), and TRANSCEND DEVELOPMENT, CORP., a Florida corporation, (hereinafter referred to as the "Surviving Corporation"), is set forth as follows:

Plan of Reorganization. This reorganization shall be a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida; and,

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Director(s) of the Merging Corporation and the Surviving Corporation have determined it to be in the best interests of each corporation that the Merging Corporation be merged into the Surviving Corporation; and

WHEREAS, the terms and conditions of the merger herein set forth, were advised, authorized and approved by the Director(s) of the Merging Corporation and the Director(s) of the Surviving Corporation in the manner and by the vote required by the respective charters of each company, and the provisions of the Florida Business Corporation Act of the State of Florida, with the merger being approved in the manner hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereby agree in accordance with the applicable provisions of the Internal Revenue Code of 1986, as amended and the laws of the State of Florida that the merger pursuant to Internal Revenue Code Section 368(a) shall be effectuated and carried out with the Merging Corporation merging into the Surviving Corporation so as to form a single corporation, to wit: TRANSCEND DEVELOPMENT, CORP., a Florida corporation, with TRANSCEND DEVELOPMENT, CORP. continuing its corporation existence. Each share of the Merging Corporation upon the effective date of the merger shall be cancelled. The terms and conditions of the merger (hereinafter called the "Merger"), which the parties covenant to observe, keep and perform, and the mode of carrying the same into effect, are and shall be as hereafter set forth.

ARTICLE I
EFFECTIVE TIME OF THE MERGER

At the effective time of the Merger, the separate existence of the Merging Corporation shall cease and it shall be merged into the Surviving Corporation. Consummation of this Agreement shall be effective on the filing of Articles of Merger, in substantially the form annexed hereto as Exhibit "A," in the office of the Secretary of State of the State of Florida. All of the respective requirements of the applicable laws of said State's prerequisite to such filings shall be satisfied.

ARTICLE II
GOVERNING LAW; CERTIFICATE OF INCORPORATION

The laws which are to govern the Surviving Corporation are the laws of the State of Florida.

ARTICLE III
BYLAWS

The Bylaws of TRANSCEND DEVELOPMENT, CORP. at the effective time of the Merger shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV
DIRECTORS AND OFFICERS

The Directors of TRANSCEND DEVELOPMENT, CORP., at the effective time of the Merger shall be the Directors of the Surviving Corporation until the respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Surviving Corporation, the officers of TRANSCEND DEVELOPMENT, CORP. at the effective time of the Merger shall be the officers of the Surviving Corporation.

ARTICLE V
CONVERSION OF SHARES IN MERGER

The mode of carrying into effect the Merger provided in this Agreement and the manner and basis of complete cancellation of the stock of the Merging Corporation are as follows:

A. TRANSCEND DEVELOPMENT, CORP. None of the shares of common stock of TRANSCEND DEVELOPMENT, CORP. issued and outstanding as of the effective time of Merger shall be converted as a result of the Merger, but all of such shares shall remain issued shares of common stock of the Surviving Corporation.

B. TWIN LAKES DEVELOPMENT CORP. OF BRANDON common stock. At the effective time of the Merger, each share of TWIN LAKES DEVELOPMENT CORP. OF BRANDON common stock issued and outstanding shall be cancelled of record. Each issued share of TWIN LAKES DEVELOPMENT CORP. OF BRANDON stock (if any) held in TWIN LAKES DEVELOPMENT CORP. OF BRANDON's treasury at the effective time of the Merger shall be cancelled and shall not be converted.

C. Surrender of TWIN LAKES DEVELOPMENT CORP. OF BRANDON certificate. As soon as practicable after the Merger becomes effective, the stock certificate representing the common stock of TWIN LAKES DEVELOPMENT CORP. OF BRANDON as issued and outstanding at the time the Merger becomes effective shall be surrendered for cancellation to the Surviving Corporation. Until so surrendered for cancellation, each said stock certificate nominally representing common stock of TWIN LAKES DEVELOPMENT CORP. OF BRANDON shall be deemed for all corporate purposes to be cancelled as of the effective date of the Merger.

ARTICLE VI EFFECT OF THE MERGER

At the effective time of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers, both of a public and private nature, and be subject to all restrictions, disabilities, liabilities and duties of each of the corporations named in this Agreement, and all property, real, personal or mixed, belonging to each of said corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities and powers, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any property vested by deed, bill of sale or otherwise in any of the corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the corporations named in this Agreement shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of said corporations respectively shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties were incurred or contracted for by the Surviving Corporation.

ARTICLE VII ACCOUNTING MATTERS

The assets and liabilities of the corporations as of the effective time of the Merger shall be taken upon the books of the Surviving Corporation at the amount which they shall be carried at that time on the books of the respective corporations. Surplus of the Surviving Corporation after the Merger, including any surplus arising in the

Merger, shall be available to be used for any legal purposes for which surplus may be used by the Surviving Corporation.

ARTICLE VIII APPROVAL OF DIRECTORS; FILING OF CERTIFICATE OF MERGER

The terms and conditions of the Merger herein set forth were duly advised, authorized and approved in respect of TRANSCEND DEVELOPMENT, CORP., in the manner and by the vote required by the charter of said corporation and the laws of the State of Florida, which is the state of incorporation of said corporation, and said Merger was approved, as follows: the Board of Directors of TRANSCEND DEVELOPMENT, CORP. adopted a resolution declaring that the Merger of the Merging Corporation into TRANSCEND DEVELOPMENT, CORP. is advisable on substantially the terms and conditions set forth in and referred to in said resolution. Said resolution of the Board of Directors was adopted by written consents on the 26th day of December, 2001, by all the members of the Board of Directors.

The terms and conditions of the Merger herein set forth were advised, authorized and approved by the Directors of the Merging Corporation, in the manner and by the vote required by the Articles of Incorporation for the State of Florida for the Merging Corporation, and said Merger was approved, as follows: the Board of Directors of the Merging Corporation adopted resolutions declaring that the Merger into TRANSCEND DEVELOPMENT, CORP. was advisable on substantially the terms and conditions set forth in and referred to in said resolution. Said resolution of the Board of Directors of the Merging Corporation was adopted by written consent signed on the 26th day of December, 2001, by all of the members of the Board of Directors.

With respect to the Merging Corporation, all conditions required by the laws of the State of Florida applicable to the proposed Merger have been satisfied. With respect to TRANSCEND DEVELOPMENT, CORP., all conditions required by the laws of the State of Florida applicable to the proposed Merger have been satisfied.

ARTICLE IX CONDUCT OF BUSINESS PENDING THE MERGER

From and after the effective time of the Merger, notwithstanding the date of this Agreement, neither of the corporations without the prior written consent of the other will:

A. Amend its Certificate of Incorporation or Bylaws, except in the case of TRANSCEND DEVELOPMENT, CORP. as may be necessary to enable it to carry out the provisions of this Agreement. However, no amendments to the charter of TRANSCEND DEVELOPMENT, CORP. are to be effected as part of the Merger.

B. Engage in any material activity or transaction or incur any material obligation by contract or otherwise except in the ordinary course of business.

C. Issue rights or options to purchase or subscribe to any shares of its capital stock or subdivide or otherwise change any such shares for issue or sell any shares of its capital stock.

D. Declare or pay any dividend or make any distribution in respect of any shares of capital stock.

Further Assurances. If at any time the Surviving Corporation shall consider or be advised of any further assignments or assurances in law or other actions necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation, the title to any property or rights of the Merging Corporation acquired or to be acquired as a result of the Merger, the proper officers and directors of TRANSCEND DEVELOPMENT, CORP. and the Merging Corporation, respectively, shall be they are hereby severally and fully authorized to execute and deliver such proper deeds, assignments, instruments or documents and take such other action as may be necessary or proper in the name of TRANSCEND DEVELOPMENT, CORP. and the Merging Corporation to invest, perfect or confirm title to such property.

IN WITNESS WHEREOF, this Agreement has been signed by the authorized Directors of each of the corporations. The foregoing Plan and Agreement of Merger having been duly executed by the Directors of TRANSCEND DEVELOPMENT, CORP. and the Merging Corporation, respectively, and said Plan and Agreement of Merger having been duly approved in the manner provided by the laws of the State of Florida, the Presidents of said corporations do now execute said Plan and Agreement of Merger by the authority of the Directors of each as the act, deed and agreement of each of said corporations.

(Executed on the following pages.)

Attest:

By:

Ali Hasbini,
Secretary

(SEAL)

DATED: 12-26-81

TRANSCEND DEVELOPMENT CORP.

By:

Ali Hasbini,
President

Attest:

By:

Ali Hasbini,
Secretary

(SEAL)

DATED: 12-26-81

TWIN LAKES DEVELOPMENT CORP.
OF BRANDON

By:

Ali Hasbini,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ALI HASBINI, President and Secretary of TRANSCEND DEVELOPMENT CORP., to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, ~~or who produced~~ as identification, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 26 day of December, 2001.

Notary Public

Print Name

State of Florida

My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ALI HASBINI, President and Secretary of TWIN LAKES DEVELOPMENT CORP. OF BRANDON, to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, ~~or who produced~~ as identification, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 26 day of December, 2001.

Notary Public

Print Name

State of Florida

My Commission Expires:

E. C. Langford



E. C. Langford



EXHIBIT "A"

ARTICLES OF MERGER

TO: DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

The undersigned corporations, having adopted a Plan and Agreement of Merger, hereby and pursuant to section 607.1105 of the Florida Statutes, hereby adopts these articles of merger. The name of the surviving corporation is **TRANSCEND DEVELOPMENT CORP.**, a Florida corporation, authorized to do business in the State of Florida. The name of the disappearing corporation is **TWIN LAKES DEVELOPMENT CORP. OF BRANDON.**

Approval by Shareholders and Directors

The Plan and Agreement of Merger of the undersigned corporations was adopted and agreed to by all of the Shareholders and Directors of the disappearing corporation and surviving corporation pursuant to Section 607.1103 of the Florida Business Corporation Act, on December 26, 2001, and the same shall be applicable to the surviving and disappearing corporations.

Effective Date

The merger of the undersigned corporations was approved in accordance with the Plan and Agreement of Merger dated December 26, 2001. In accordance with Florida Statute 607.1105, the effective date of the merger shall be on December 31, 2001 at 11:59 p.m.

Articles of Incorporation

No changes in the Articles of Incorporation of the surviving corporation have been made.

Plan of Exchange

The directors of TRANSCEND DEVELOPMENT CORP. and TWIN LAKES DEVELOPMENT CORP. OF BRANDON adopted the Plan and Agreement of Merger on the 26th day of December 2001. The Plan and Agreement of Merger provides for TWIN LAKES DEVELOPMENT CORP. OF BRANDON to transfer to TRANSCEND DEVELOPMENT CORP. all of the assets of TWIN LAKES DEVELOPMENT CORP. OF BRANDON subject to all of their liabilities and obligations, and complete cancellation of all of the capital stock of TWIN LAKES DEVELOPMENT CORP. OF BRANDON. The certificates representing the shares of stock of the disappearing corporation shall be surrendered and cancelled on the date as set forth above.

IN WITNESS WHEREOF, the surviving corporation and disappearing corporation have caused the respective corporate names to be signed hereto by their respective President and Secretary, duly authorized and acknowledged accordingly on this 26th day of December, 2001.

Attest:

By:

Ali Hasbini,
Secretary

(SEAL)

DATED:

12-26-01

TRANSCEND DEVELOPMENT CORP.

By:

Ali Hasbini,
President

Attest:

By:

Ali Hasbini,
Secretary

(SEAL)

DATED:

12-26-01

TWIN LAKES DEVELOPMENT CORP.
OF BRANDON

By:

Ali Hasbini,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ALI HASBINI, President and Secretary of TRANSCEND DEVELOPMENT CORP., to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, ~~or who produced~~ as identification, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 26 day of December, 2001.

E. C. Langford
Notary Public

E. C. Langford
Print Name
State of Florida

My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH



BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ALI HASBINI, President and Secretary of TWIN LAKES DEVELOPMENT CORP. OF BRANDON, to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, ~~or who produced~~ as identification, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 26 day of December, 2001.

E. C. Langford
Notary Public

E. C. Langford
Print Name
State of Florida

My Commission Expires:

