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TALLAHASSEE, FL 32301-2607  
904-222-9171

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networks

PP4 0000 86949

ACCOUNT NO. : 072100000032

REFERENCE : 206585 - 5011226

AUTHORIZATION :

*Patricia Pigitts*

COST LIMIT : \$ 122.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 31 PM 3:28

FILED

ORDER DATE : December 31, 1996

ORDER TIME : 11:39 AM

ORDER NO. : 206585-005

800002042578--0

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200.  
201 E. Pine Street  
Orlando, FL 32801

EFFECTIVE DATE

1-1-97

ARTICLES OF MERGER

*Effective Date*

PORTS ACQUISITION CORPORATION

INTO

IONA VENTURE CORPORATION

1-1-97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: \_\_\_\_\_

*Andrea C. Mabry*  
*12/17/97*

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PORTS ACQUISITION CORPORATION, a Florida corporation, document  
number P94000086945

INTO

**IONA VENTURE CORPORATION**, a Florida corporation, P94000086949

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER  
OF  
IONA VENTURE CORPORATION  
AND  
PORTS ACQUISITION CORPORATION

FILED  
96 DEC 31 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to § 607.1101 of the Florida General Corporation Act, IONA VENTURE CORPORATION, a Florida corporation, and PORTS ACQUISITION CORPORATION, a Florida corporation, adopt the following Articles of Merger:

EFFECTIVE DATE  
1-1-97

ARTICLE I

IONA VENTURE CORPORATION (hereinafter referred to as "Iona"), and PORTS ACQUISITION CORPORATION (hereinafter referred to as "Ports"), hereby merge, with IONA VENTURE CORPORATION as the surviving corporation.

ARTICLE II

The Articles of Incorporation of IONA VENTURE CORPORATION, shall continue as the Articles of Incorporation of the surviving corporation.

ARTICLE III

The Plan of Merger of these corporations attached to these Articles was adopted by the shareholders of their respective corporations on December 23<sup>RD</sup>, 1996, pursuant to § 607.0704 of the Florida General Corporation Act.

ARTICLE IV

All authorized and outstanding shares of IONA VENTURE CORPORATION and the certificates representing such shares shall remain outstanding on and after the effective date of the merger.

ARTICLE V

All authorized and outstanding common shares of PORTS ACQUISITION CORPORATION and the certificates representing such shares shall be surrendered and canceled on the effective date of this merger. The authorized and outstanding common shares of IONA VENTURE CORPORATION shall be all of the authorized and outstanding common shares of the surviving corporation after the date of this merger.

ARTICLE VI

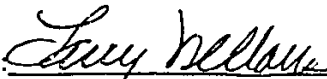
This merger shall be effective on January 1, 1997.

ARTICLE VII

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference.


Dated this 23<sup>rd</sup> day of December, 1996.

IONA VENTURE CORPORATION

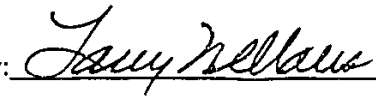
By:   
Larry Nellans  
Its: President

ATTEST:

(CORPORATE SEAL)


  
Mark Naumann, Secretary

PORTS ACQUISITION CORPORATION

By:   
Larry Nellans  
Its: President

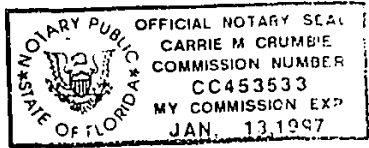
ATTEST:

(CORPORATE SEAL)

  
Mark Naumann, Secretary

STATE OF FLORIDA  
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of December, 1996, by Larry Nellans, as President of IONA VENTURE CORPORATION, a Florida corporation, on behalf of the corporation.



AFFIX NOTARY STAMP

Carrie M. Crumbie  
Signature of Notary Public

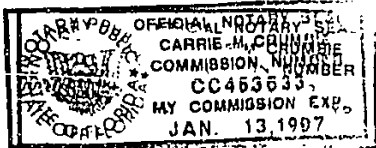
Carrie M. Crumbie  
(Print Notary Name)

My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

Personally known, or  
 Produced Identification  
Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of December, 1996, by Larry Nellans as President of PORTS ACQUISITION CORPORATION, a Florida corporation, on behalf of the corporation.



AFFIX NOTARY STAMP

Carrie M. Crumbie  
Signature of Notary Public

Carrie M. Crumbie  
(Print Notary Name)

My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

Personally known, or  
 Produced Identification  
Type of Identification Produced: \_\_\_\_\_

**EXHIBIT "A"**

JOINT PLAN OF MERGER  
BETWEEN  
IONA VENTURE CORPORATION  
AND  
PORTS ACQUISITION CORPORATION  
WITH  
IONA VENTURE CORPORATION  
SURVIVING CORPORATION

WHEREAS, IONA VENTURE CORPORATION, hereinafter called "Iona" or the "Surviving Corporation", is a Florida corporation with its principal place of business at 17499 McGregor Boulevard, Fort Myers, Florida; and

WHEREAS, the aggregate number of shares that IONA VENTURE CORPORATION is authorized to issue is 840 shares of Class A common stock with no par value and 360 shares of Class B common stock with no par value of which 840 shares of Class A common stock and 360 shares of Class B common stock are outstanding; and

WHEREAS, PORTS ACQUISITION CORPORATION, hereinafter called "Ports", is a Florida corporation with its principal place of business at 17499 McGregor Boulevard, Fort Myers, Florida; and

WHEREAS, the aggregate number of shares that PORTS ACQUISITION CORPORATION is authorized to issue is 840 shares of Class A common stock with no par value and 360 shares of Class B common stock with no par value of which 840 shares of Class A common stock and 360 shares of Class B common stock are outstanding; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one surviving corporation, which shall be IONA VENTURE CORPORATION.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree as follows:

1. Merger. PORTS ACQUISITION CORPORATION shall be merged with and into IONA VENTURE CORPORATION, and IONA VENTURE CORPORATION does hereby merge PORTS ACQUISITION CORPORATION with and into itself. On and after the effective date of the contemplated merger:

(a) IONA VENTURE CORPORATION shall be the Surviving Corporation and shall continue to exist as a domestic corporation under the laws of the State of Florida, with all of the rights and obligations of such surviving domestic corporation as are provided by the Florida General Corporation Act.

(b) PORTS ACQUISITION CORPORATION shall cease to exist and its property shall become the property of IONA VENTURE CORPORATION as the Surviving Corporation.

2. Articles of Incorporation; By-Laws. The Articles of Incorporation and By-Laws of IONA VENTURE CORPORATION shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation.



3. Directors. The directors of IONA VENTURE CORPORATION shall be directors of the Surviving Corporation.

4. Retention of IONA VENTURE CORPORATION's Shares. All authorized and outstanding common shares of IONA VENTURE CORPORATION and the certificates representing such shares shall remain outstanding on and after the effective date of the merger..

5. Cancellation of PORTS ACQUISITION CORPORATION's Shares. All authorized and outstanding common shares of PORTS ACQUISITION CORPORATION and the certificates representing such shares shall be surrendered and canceled on the effective date of the merger.

6. Approval. This Agreement and Plan of Merger shall be submitted to the shareholders of IONA VENTURE CORPORATION and of PORTS ACQUISITION CORPORATION for approval. If and when such approval is obtained, the proper officers of each corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan or Agreement.

7. Abandonment of Plan. Notwithstanding any of the provisions of this Agreement, the directors of IONA VENTURE CORPORATION, at any time before or after approval by shareholders of either or both corporations and prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein, in which case this Plan and Agreement shall thereby be canceled and become null and void.

IN WITNESS WHEREOF, IONA VENTURE CORPORATION and PORTS  
ACQUISITION CORPORATION have caused this Agreement to be executed in their corporate  
names by their respective officers this 23<sup>rd</sup> day of December, 1996.

IONA VENTURE CORPORATION

By: Larry Nellaris  
Larry Nellaris  
Its: President

ATTEST:

(CORPORATE SEAL)

Mark Naumann  
Mark Naumann, Secretary

PORTS ACQUISITION CORPORATION

By: Larry Nellans  
Larry Nellans  
Its: President

ATTEST:

(CORPORATE SEAL)

Mark Naumann  
Mark Naumann, Secretary