

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P96000085827

Skyler Alabama

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****122.50 ****122.50

EFFECTIVE DATE
12-30-97

Merger
LTD
12-23-97

Signature _____

Requested by: Ches 12-23 1023
Name Date Time
Walk-In _____ Will Pick Up _____

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Name Reservation _____
- Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

RECEIVED
 97 DEC 23 AM 11:02
 CIVIL DIVISION
 FILED
 97 DEC 23 PM 2:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SKYLER ALABAMA, INC., a Florida corporation (Document #P96000085827)

INTO

SKYLER PROPERTIES, INC., an Alabama corporation not qualified in Florida

File date: December 23, 1997, effective December 30, 1997

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE

12-30-97

FILED

97 DEC 23 PM 2:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
SKYLER ALABAMA, INC., a Florida Corporation
INTO
SKYLER PROPERTIES, INC., an Alabama Corporation,

ARTICLES OF MERGER between Skyler Alabama, Inc., a Florida corporation ("Skyler Alabama") and Skyler Properties, Inc., an Alabama Corporation ("Skyler Properties").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") and Section 10-2B-11.05 of the Code of Alabama (the "Alabama Act") and consistent with applicable Florida and Alabama law, Skyler Alabama and Skyler Properties adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated December 22, 1997 ("Plan of Merger"), between Skyler Alabama and Skyler Properties was approved and adopted by the shareholders and directors of Skyler Alabama on December 22, 1997 and was approved and adopted by the shareholders and directors of Skyler Properties on December 22, 1997.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Skyler Alabama's stock will be acquired by means of a merger of Skyler Alabama into Skyler Properties with Skyler Properties the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Florida Act and Section 10-2B-11.05 of the Alabama Act, the date and time of the effectiveness of the Merger shall be on the later of the filing of these Articles of Merger with the Secretary of State of Alabama or December 30, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 22nd day of December, 1997.

ATTEST:

SKYLER ALABAMA, Inc.

Dana Festa
Secretary

By: [Signature]
President

ATTEST:

SKYLER PROPERTIES, Inc.


Dana Festa
Secretary

By: [Signature]
President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 22nd day of


December, 1997, by Scott J. Bell in his capacity of President of Skyler Alabama, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.



Notary Public
My Commission Number:
My Commission Expires: **KIMBERLY M. BIGGS**
"Notary Public-State of FL"
Comm. Exp. May 12, 2001
Comm. No. CC646445

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 22nd day of December, 1997, by Scott J. Bell in his capacity of President of Skyler Properties, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.



Notary Public
My Commission Number:
My Commission Expires:
KIMBERLY M. BIGGS
"Notary Public-State of FL"
Comm. Exp. May 12, 2001
Comm. No. CC646445

PLAN OF MERGER

Merger between Skyler Properties, Inc., an Alabama corporation, (the "Surviving Corporation") and Skyler Alabama, Inc., a Florida corporation, (the "Disappearing Corporation"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act (the "Florida Act") and applicable Florida law, and Title 10, Chapter 2B Article II of the Code of Alabama (the "Alabama Act") and applicable Alabama law.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of Surviving Corporation's stock in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corporation's stock will not be issued. Former holders of Disappearing Corporation stock who would be entitled to receive fractional shares of Surviving Corporation's stock on the Effective Date shall receive cash in the amount of \$1,000.00 for each share of Disappearing Corporation stock.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 10-2B-11.06 of the Alabama Act and consistent with applicable Alabama law.

6. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. Filing with the Alabama Secretary of State and Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Alabama Secretary of State and if necessary or desirable to the Florida Secretary of State. In accordance with §607.1105 of the Florida Act, and Section 10-2B-11.05 of the Alabama Act, the Articles of Merger shall specify the "Effective Date", which shall be December 30, 1997.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders

of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Florida Act, applicable Florida law, Section 10-2B-11,03 of the Alabama Act, and applicable Alabama law.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

22nd In witness whereof, the parties have set their hands this day of December, 1997.

SKYLER ALABAMA, INC.

Attest: Dana Festa
Secretary

By: [Signature]
Its President

SKYLER PROPERTIES, INC.

Attest: Dana Festa
Secretary

By: [Signature]
Its President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 22nd day of December, 1997, by Scott J. Bell in his capacity of President of Skyler Alabama, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.



Notary Public

My Commission Number:

My Commission Expires:

KIMBERLY M. BIGGS
"Notary Public-State of FL"
Comm. Exp. May 12, 2001
Comm. No. CC646445

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 22nd day of December, 1997, by Scott J. Bell in his capacity of President of Skyler Properties, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.



Notary Public

My Commission Number:

My Commission Expires:

KIMBERLY M. BIGGS
"Notary Public-State of FL"
Comm. Exp. May 12, 2001
Comm. No. CC646445