

STEEL HECTOR & DAVIS LLP

P97000007009

215 S. MONROE SUITE 601

TALLAHASSEE 32301 222-2300
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ESI DOSWELL GP II, INC. ^{EFFECTIVE DATE 4/1/00} P96000082917
(Corporation Name) (Document #)
2. ESI DOSWELL GP II HOLDINGS, INC. P97000007009
(Corporation Name) (Document #)
3. _____ *Merger*
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
00 MAR 31 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS		AMENDMENTS	
<input type="checkbox"/>	Profit	<input type="checkbox"/>	Amendment
<input type="checkbox"/>	NonProfit	<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Limited Liability	<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Domestication	<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other	<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

IF YOU HAVE ANY QUESTIONS REGARDING FILING PLEASE CONTACT ELIZABETH AT: 222-2300 THANK YOU.

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DEPARTMENT OF STATE
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TALLAHASSEE, FLORIDA

Examiner's Initials

ASR

3/31/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

ESI DOSWELL GP II, INC., a Florida corporation P96000082917

INTO

ESI DOSWELL GP II HOLDINGS, INC., a Florida entity, P97000007009

File date: March 31, 2000, effective April 1, 2000

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
4/1/00

ARTICLES OF MERGER

of

ESI DOSWELL GP II, INC.,
a Florida corporation

with and into

ESI DOSWELL GP II HOLDINGS, INC.,
a Florida corporation

FILED
00 MAR 31 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations hereby submit the following Articles of Merger:

FIRST: The names and jurisdictions of formation of each of the constituent corporations to the merger are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
ESI Doswell GP II, Inc.	Florida
ESI Doswell GP II Holdings, Inc.	Florida

SECOND: The Agreement and Plan of Merger, dated as of March 30, 2000 (the "Plan of Merger"), pursuant to which ESI Doswell GP II, Inc., a Florida corporation and a wholly-owned subsidiary (the "Subsidiary") of ESI Doswell GP II Holdings, Inc., a Florida corporation (the "Parent"), shall be merged with and into the Parent, was adopted by (i) the Board of Directors of the Parent on March 30, 2000 and (ii) the Board of Directors of the Subsidiary on March 30, 2000, in accordance with the provisions of Section 607.1104 of the Act. No approval of the shareholders of the Parent or the Subsidiary was required. The Plan of Merger is attached to these Articles of Merger as Attachment A.

THIRD: The name of the surviving corporation in the merger is ESI Doswell GP II Holdings, Inc., a Florida corporation, which shall continue to be governed by the laws of the State of Florida.

FOURTH: The merger shall be effective at 8:20 a.m., local time in Juno Beach, Florida, on April 1, 2000.

FIFTH: The Board of Directors of the Parent, as the sole shareholder of the Subsidiary, by action approved on March 30, 2000, waived the requirement to receive by mail a copy of the Plan of Merger in accordance with Section 607.1104 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of the Parent and the Subsidiary as of March 30, 2000.

ESI DOSWELL GP II, INC.

By: Dilek Samil
Name: **Dilek Samil**
Title: **Treasurer**

ESI DOSWELL GP II HOLDINGS, INC.

By: Dilek Samil
Name: **Dilek Samil**
Title: **Treasurer**

**AGREEMENT AND PLAN OF MERGER
of
ESI DOSWELL GP II, INC.**

with and into

ESI DOSWELL GP II HOLDINGS, INC.

This Agreement and Plan of Merger (this "Agreement") is entered into as of the 30th day of March, 2000, between ESI Doswell GP II Holdings, Inc., a Florida corporation (the "Parent") and ESI Doswell GP II, Inc., a Florida corporation and its wholly-owned subsidiary (the "Subsidiary").

Recitals

A. Section 607.1104 of the Florida Business Corporation Act (the "Act") and the Articles of Incorporation and Bylaws of the Parent and the Subsidiary each permit the merger of the Subsidiary with and into the Parent.

B. The Board of Directors of the Parent and the Board of Directors of the Subsidiary deem it advisable and beneficial to the welfare of the Parent and the Subsidiary to permit the merger of the Subsidiary with and into the Parent.

C. This Agreement was approved and adopted by (i) the Board of Directors of the Parent on March 30, 2000 and (ii) the Board of Directors of the Subsidiary on March 30, 2000.

NOW, THEREFORE, in consideration of the mutual promises and covenants in this Agreement, and of other good and valuable consideration, the receipt and adequacy of which are hereby conclusively acknowledged, the parties, intending to be legally bound, agree as follows:

PLAN

1. Merger and Surviving Corporation. Subject to the terms and conditions of this Agreement and in accordance with the Act, at the Effective Time, the Subsidiary shall be merged with and into the Parent (the "Merger"). The Parent shall be the surviving corporation (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Florida (including, without limitation, the Act). From and after the Effective Time, the separate existence (corporate or otherwise) of the Subsidiary shall cease.

2. Effective Time. The Merger shall become effective at 8:20 a.m., local time in Juno Beach, Florida, on April 1, 2000 (the "Effective Time").

3. Articles of Incorporation and Bylaws. At the Effective Time, the Articles of Incorporation and Bylaws of the Parent will become the Articles of Incorporation and Bylaws of the

Surviving Corporation, and such Articles of Incorporation and Bylaws may thereafter be amended and/or restated as provided therein and by the Act.

4. Management after the Merger. At the Effective Time, the directors and officers of the Parent immediately prior to the Effective Time, will become the directors and officers of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and the Act and until the earlier of such director's or officer's resignation or removal or the election or appointment of such director's or officer's successor, as the case may be.

5. Rights and Liabilities of Surviving Corporation. At the Effective Time, all of the properties, rights, privileges, powers and franchises of the Parent and the Subsidiary will vest in the Surviving Corporation, and all debts, liabilities and duties of the Parent and the Subsidiary will become the debts, liabilities and duties of the Surviving Corporation.

6. Conversion of Capital Stock. The manner and basis for converting the outstanding shares of capital stock of the Parent and the Subsidiary shall be as follows:

(a) Each share of the capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time, will be canceled and retired, and no common stock of the Surviving Corporation or other consideration will be delivered in exchange therefor.

(b) The holders of the shares of capital stock of the Subsidiary shall cease to have any rights with respect to such shares of capital stock.

(c) Each share of the capital stock of the Parent issued and outstanding immediately prior to the Effective Time, will remain issued and outstanding and shall not be affected by the Merger.

7. Payments to Dissenting Shareholders. The Surviving Corporation agrees to pay promptly to the dissenting shareholders of the Subsidiary the amount, if any, to which they are entitled under Section 607.1302 of the Act.

[Remainder of page intentionally left blank; next page is signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first written above.

ESI DOSWELL GP II, INC.

By: Dilek Samil
Name: **Dilek Samil**
Title: **Treasurer**

ESI DOSWELL GP II HOLDINGS, INC.

By: Dilek Samil
Name: **Dilek Samil**
Title: **Treasurer**