

P97000046542

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June 15, 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 17 PM 4: 11

FILED

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-06/17/99--01041--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Articles of Merger

Ladies and Gentlemen:

Enclosed please find an original and two copies of the executed Articles of Merger of OAPP Corporation, a Florida corporation, and Palmetto Trailer Park Corporation, a Delaware corporation. Also enclosed is our check in the amount of \$87.50 representing the filing fee of \$70.00 for the Articles of Merger, and \$17.50 for two certified copies.

Please file the enclosed and return the certified copies at your earliest convenience. Thank you for your assistance with this matter. If you should require anything further, or have any questions, please do not hesitate to contact me at your convenience.

Very truly yours,

**EFFECTIVE DATE**  
6-30-99

  
Larry F. Witte

/pr  
Enclosures  
cc: David A. Borg, President  
OAPP Corporation

*Merger  
6-21-99  
HBS*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PALMETTO TRAILER PARK CORPORATION, a Delaware corporation,  
F94000002406

INTO

**OAPP CORPORATION**, a Florida corporation, P97000046542

File date: June 17, 1999, effective June 30, 1999

Corporate Specialist: Doug Spitler

**FILED**

99 JUN 17 PM 4: 11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
OAPP CORPORATION, a Florida corporation  
WITH  
PALMETTO TRAILER PARK CORPORATION, a Delaware corporation**

ARTICLES OF MERGER between OAPP CORPORATION, a Florida corporation ("OAPP"), and PALMETTO TRAILER PARK CORPORATION, a Delaware corporation ("PALMETTO").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), OAPP and PALMETTO adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated on June 1, 1999 ("Plan of Merger") between OAPP and PALMETTO was approved and adopted by the directors and shareholders of OAPP on June 1, 1999, and was approved and adopted by directors and shareholders of PALMETTO on June 1, 1999.

2. Under the Plan of Merger, all issued and outstanding shares of PALMETTO's stock will be acquired by means of a merger of PALMETTO into OAPP with OAPP the surviving corporation ("Merger").

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

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on June 30, 1999.

IN WITNESS WHEREOF, the parties have set their hands on June 1, 1999.

**EFFECTIVE DATE**

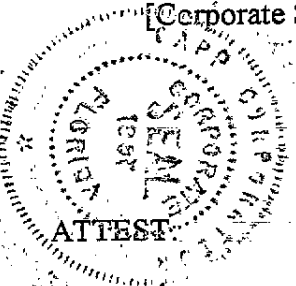
6-30-99

ATTEST:

OAPP CORPORATION, a Florida corporation

By: Karen D. Van Iten  
Karen D. Van Iten, Secretary  
[Corporate Seal]

By: DA Borg  
David A. Borg, President

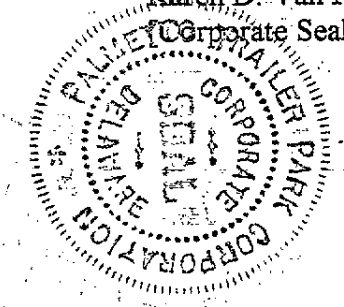


ATTEST:

PALMETTO TRAILER PARK CORPORATION  
a Delaware corporation

By: Karen D. Van Iten  
Karen D. Van Iten, Secretary  
[Corporate Seal]

By: DA Borg  
David A. Borg, President



## PLAN OF MERGER

Merger between OAPP CORPORATION, a Florida corporation (the "Surviving Corporation") and PALMETTO TRAILER PARK CORPORATION, a Delaware corporation (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as 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. On the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of 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. 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, power and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. 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 provision sof 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.

6. Filing with the Florida Secretary of State and Effective Date. On 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 Presidents to execute Articles of Merger in the form attached to this Agreement and on 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 Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date", which shall be June 30, 1999.

7. 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

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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 Act.

8. 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.