

605236

CAPITAL CONNECTION, INC.
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Commercial Bank of
Florida

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****105.00 ****105.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- 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

FILED
99 DEC 28 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 28 AM 9:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

S. PAYNE DEC 28 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MIAMI SPRINGS PROPERTY, INC., a FL corp., P94000052123

10899 SUNSET PROPERTY CORP., a FL corp., S02208

INTO

COMMERCIAL BANK OF FLORIDA, a Florida entity, 605236.

File date: December 28, 1999

Corporate Specialist: Susan Payne

FILED

99 DEC 28 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
of
Miami Springs Property, Inc.
and
10899 Sunset Property Corp.
With and into
Commercial Bank of Florida, a Florida Banking Corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") Commercial Bank of Florida, a Florida Banking corporation, Miami Springs Property, Inc., and 10899 Surest Property Corp. adopt the following Articles of Merger:

1. That certain Plan of Merger dated the 16th day of December 1999, (hereinafter the "Plan of Merger"), between Miami Springs Property, Inc. and 10899 Surest Property Corp., (the "Subsidiaries") and Commercial Bank of Florida (the "Parent") was unanimously approved and adopted by the Boards of Directors of the Subsidiaries on December 16, 1999, and The Plan of Merger was also unanimously approved and adopted by the Board of Directors of the Parent on December 16, 1999.
2. Shareholder approval by the Parent and the Subsidiaries is not required under Sections 607.1103(7) and 607.1104(1)(a) of the Act.
3. Pursuant to the Plan of Merger, all issued and outstanding shares of the Subsidiaries' capital stock will be canceled as of the Effective Date of the Merger and the surviving corporation will be the Parent.
4. A true and correct copy of the Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by this reference.
5. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the subject merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals
this 16th day of December, 1999.

Parent:

Commercial Bank of Florida, a Florida
Banking corporation

By: Joseph W. Denny
Authorized Officer

Subsidiaries:

Miami Springs Property Inc.

By: Barbara E Reed
Authorized Officer

10899 Sunset Property Corp.

By: Barbara E Reed
Authorized Officer

**Plan of Merger
of
Miami Springs Property, Inc.
and
10899 Sunset Property Corp.
with and into
Commercial Bank of Florida**

This Plan of Merger, made one entered into as of this 16th day of December, 1999, by and between Commercial Bank of Florida, a Florida banking corporation (hereinafter the "Parent") and Miami Springs Property Inc., a Florida corporation and 10899 Sunset Property Corp., a Florida corporation (hereinafter referred to as the "Subsidiaries")

WITNESSETH

WHEREAS, the parties desire that each of the Subsidiaries merge with and into the Parent, with the Parent being the surviving corporation (hereinafter the "Merger") upon the terms and conditions set forth in this Plan of Merger (hereinafter referred to as the "Plan"); and

WHEREAS, the Parent owns 100% of the outstanding capital stock of each of the Subsidiaries; and

WHEREAS, the Board of Directors of the Parent and each of the Subsidiaries have determined that it is advisable that the Subsidiaries be merged with and into the Parent, on the terms and conditions set forth herein and in accordance with Section 607.1104 of the Florida Business Corporation Act (hereinafter the "Act").

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the parties agree as follows:

1. On the "Effective Date" (as hereinafter defined), each of the Subsidiaries shall be merged with and into the Parent, at which time the separate existence of each of the Subsidiaries shall automatically cease. The existence of the Parent shall continue after the Effective Date unaffected and unimpaired by the Merger with all of its rights, privileges, immunities and franchises; subject, however, to all duties and liabilities of corporations organized under the laws of the State of Florida.

2. This Plan has been unanimously approved by the directors of the Parent and each of the Subsidiaries in accordance with Section 607.1104 of the Act. The parties recognize that since each of the Subsidiaries is 100% owned by the Parent, no notice to any minority shareholders of the Subsidiaries is required under Section 607.1104 of the Act.
3. For all purposes of the Plan, the "Effective Date" shall be deemed to mean the date on which the Articles of Merger (the "Articles of Merger") are filed with the Florida Department of State pursuant to the provisions hereof and applicable Florida law.
4. As of the Effective Date, the Parent shall possess all the rights, privileges, immunities and franchises (i.e. both public and private) of each of the Subsidiaries, and shall assume and be responsible for all liabilities and obligations of each of the Subsidiaries, all as more particularly described in Section 607.1106 of the Act.
5. The parties acknowledge that the outstanding capital stock of each of the Subsidiaries is solely owned by the Parent. Accordingly, as of the Effective Date of the Merger, all of the Subsidiaries' outstanding capital stock shall be canceled without any further conversion to or issuance of any shares of common stock by the Parent. The officers of the Parent are hereby authorized, empowered and directed to take any and all actions that may be appropriate to cancel the Subsidiaries outstanding common stock as of the Effective Date of the Merger.
6. The parties further acknowledge that since each Subsidiary is 100% owned by the Parent, there are no minority shareholders entitled to dissenting rights under applicable provisions of the Act.
7. If at any time the Parent shall consider or be advised that any further assignments, instruments, documentation of assurances in law are necessary or desirable to vest, perfect or record in the Parent any property of rights of the Subsidiaries, or to otherwise carry out the provisions hereof, the appropriate officers and directors of the Subsidiaries as of the Effective Date shall execute and deliver any and all documents and instruments, including deeds and assignments, that may be necessary or appropriate to vest, perfect or confirm title to such property or rights in the Parent.
8. The Parent shall pay all expenses connected with the execution and the consummation of the Plan of Merger.
9. At any time before the filing of the Articles of Merger to be filed with the Florida Department of State in connection with this Plan, the directors of the Parent may amend the Plan.

10. If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of the Parent, the Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of the Parent. Upon termination as provided herein, the Plan shall be void and of no further force and effect, and there shall be no liability by reason of the Plan or the termination hereof on the part of the Parent or the Subsidiaries, or their directors, officers, employees, agents or shareholders.

IN WITNESS WHEREOF, the parties have set their hands and seals this 16th day of December, 1999.

Parent:

Commercial Bank of Florida,
a Florida Banking corporation.

By: 

~~President or Vice President~~
Chairman of the Board

Subsidiaries:

Miami Springs Property, Inc., a Florida
corporation

By: 

~~President or Vice President~~
Barbara E. Reed

10899 Sunset Property ^{Corp.} a Florida
corporation

By: 

~~President or Vice President~~
Barbara E. Reed