

International
Realty
Consultants, Inc.

"We Know Naples"

L9900000 1771

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Contact: Don Whinnery Direct Line: (941) 213 4012 E-Mail: dwhinnery@inter-realty.com

Naples, 6/19/01

RE: Merger of 837, Burnt Pine and WR Management, L.L.C.

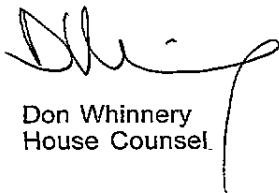
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*****75.00 *****75.00

Dear Sir/Madam,

Enclosed please find Articles of Merger of 837 Management, L.L.C., Burnt Pine Management, L.L.C. and WR Management L.L.C. and our check for the filing fee in the amount of \$75.00. Please file the Articles of Merger and return a letter of acknowledgement. Thank you for your assistance.

Best regards,

International Realty Consultants, Inc.


Don Whinnery
House Counsel

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TALLAHASSEE, FLORIDA

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International Realty Consultants, Inc.

Cheryl D. Turner, Broker • cturner@inter-realty.com • Rainer N. Filthaut, Broker • rfilthaut@inter-realty.com

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ARTICLES OF MERGER
Merger Sheet

MERGING:

837 MANAGEMENT, L.L.C., a Florida entity, L99000002745

BURNT PINE MANAGEMENT, L.L.C., a Florida entity, L99000002744

into

WR MANAGEMENT, L.L.C., a Florida entity L99000001771

File date: June 25, 2001

Corporate Specialist: Shawn Logan

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
837 MANAGEMENT, L.L.C.,
BURNT PINE MANAGEMENT, L.L.C.
AND
WR MANAGEMENT, L.L.C.**

The following Articles of Merger are being submitted in accordance with section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
837 Management, L.L.C. 4901 Tamiami Trail North Naples, Fl 34103 Florida Document/Registration Number: <u>L99000002745</u>	Florida	limited liability company FEI Number <u>65-6295259</u>
Burnt Pine Management, L.L.C. 4901 Tamiami Trail North Naples, Fl 34103 Florida Document/Registration number: <u>L99000002744</u>	Florida	limited liability company FEI Number <u>65-0901037</u>

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WR Management, L.L.C. 4901 Tamiami Trail North Naples, Fl 34103 Florida Document/Registration number: <u>L99000001771</u>	Florida	limited liability company FEI Number: <u>65-0901032</u>

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

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FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.


SEVENTH: Signatures of each Member:

GULF SHORE INVESTMENTS, INC.,
a Florida corporation

By: 
Rainer N. Filthaut, its President

Date: 6/19/01

INTERNATIONAL GENERAL
PARTNER, INC., a Florida corporation

By: 
Winfried Horstenkamp, its President

Date: 6/19/01

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**PLAN OF MERGER
OF
837 MANAGEMENT, L.L.C.,
BURNT PINE MANAGEMENT, L.L.C.
AND
WR MANAGEMENT, L.L.C.**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each Merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
837 Management, L.L.C.	Florida
Burnt Pine Management, L.L.C.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
WR Management, L.L.C.	Florida

THIRD: The terms and conditions of the merger are as follows:

This is a statutory tax free merger. All assets of the merging companies are to be transferred to the surviving company, which shall assume all duties and obligations of the merging companies.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property as follows:

The surviving company shall issue one unit to each of the merging companies in exchange for 100% of the merging company's assets.

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- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable. No options are being issued or exercised.

FIFTH: If a partnership or limited partnership is the surviving entity, the name and address of the general partner is as follows:

Not Applicable.

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the names and addresses of the managers are as follows:

Gulf Shore Investments, Inc., a Florida corporation
4901 Tamiami Trail North
Naples, Fl 34103

International General Partner, Inc., a Florida corporation
4901 Tamiami Trail North
Naples, Fl 34103

SEVENTH: All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not Applicable

EIGHT: Other provisions, if any, relating to the merger:

None

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