

F22515

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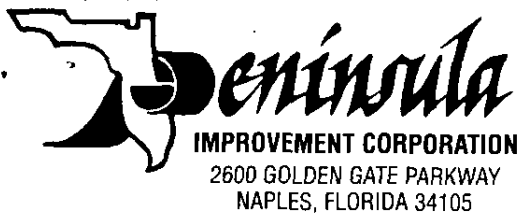


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06/19/08--01025--002 **78.75

FILED
2008 JUN 19 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*merger
Tlewis
6-20-08*



June 18, 2008

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Peninsula Improvement Corporation
Florida Doc#: F22515

Enclosed for filing for the above referenced surviving corporation are the following:

- The original and one copy of Articles of Merger
- Two copies of the Plan of Merger (attached to the Articles of Merger)
- Check in the amount of \$78.75 to cover the filing fee (\$35.00 per party to the merger) plus the fee for a certified copy of the Merger (\$8.75).

The merging corporations are as follows:

- | | |
|-------------------------------------|--------------|
| • Peninsula Improvement Corporation | F22515 |
| • Barron Collier Commercial, Inc. | P94000035363 |

Please return all correspondence concerning this matter to my attention. For further information, please call me at (239) 403-6781.

Sincerely,

Andrew R. Meulenberg, CPA
Director of Taxation

Enclosure

cc: Bradley A. Boaz
Douglas E. Baird

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporations Act, pursuant to section 607.1105, Florida Statutes.

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2008 JUN 19 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name and jurisdiction the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Peninsula Improvement Corporation	Florida	F22515

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Barron Collier Commercial, Inc.	Florida	P94000035363

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of the close of business on June 10, 2008.


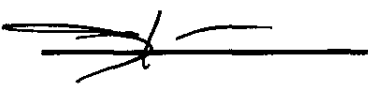
FIFTH: Adoption of Merger by surviving corporation –

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 10, 2008, and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation –

The Plan of Merger was adopted by the shareholders of the merging corporation on June 10, 2008.

SEVENTH: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of Officer</u>	<u>Name of Individual & Title</u>
Peninsula Improvement Corporation		Jeffrey M. Birr, President
Barron Collier Commercial, Inc.		Jeffrey M. Birr, President

PLAN OF MERGER

The following plan of merger is submitted in accordance with section 607.1108, Florida Statutes.

FIRST: The exact name and jurisdiction the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Peninsula Improvement Corporation	Florida

SECOND: The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Barron Collier Commercial, Inc.	Florida

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

The merging corporation shall merge into the surviving corporation effective as of the close of business on June 10, 2008. At that time the surviving corporation will succeed to the business, properties and assets of the merging corporation, subject to its liabilities and obligations, in accordance with law. The shares of the merging corporation shall be canceled, and the shareholders of such corporation shall receive no shares or other securities or property of the surviving corporation for its shares of such merging corporation. The shares of the surviving corporation shall not be changed by the merger.

FOURTH:

A. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

Prior to the merger, each shareholder of the surviving corporation owns the same number of shares of the surviving corporation, with the same rights, preferences and limitations, as such shareholder owns of the merging corporation. Upon consummation of the merger, the shares of the surviving corporation will remain unchanged, and by virtue of the merger the surviving corporation will succeed to the business, properties and assets of each merging corporation, subject to its liabilities and obligations.

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

Not Applicable

FIFTH: The merger shall become effective as of the close of business on June 10, 2008.