

305 733

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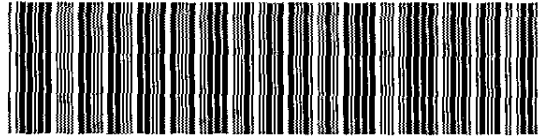
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TALLAHASSEE, FLORIDA

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STATE
CLERK
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 779103 4330594
AUTHORIZATION : *Spudde man*
COST LIMIT : \$ 156.25

ORDER DATE : December 27, 2005

ORDER TIME : 11:06 AM

ORDER NO. : 779103-005

CUSTOMER NO: 4330594

EFFECTIVE DATE
1/1/06

2005 DEC 27 AM 9:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

PALM BEACH DEVELOPMENT &
SALES, LTD.

INTO

PALM BEACH DEVELOPMENT & SALES
CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

EFFECTIVE DATE

11/1/06

FILED
2005 DEC 27 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT, PLAN OF MERGER AND ARTICLES OF MERGER

THIS AGREEMENT and Plan of Merger and Articles of Merger made and entered into this 11 day of December 2005, by and between PALM BEACH DEVELOPMENT & SALES CORP. (hereinafter sometimes referred to as "PB1"), PALM BEACH DEVELOPMENT AND SALES CORP. OF FLORIDA (hereinafter sometimes referred to as "PB2"), PALM BEACH DEVELOPMENT AND SALES LTD., a Florida limited partnership (hereinafter sometimes referred to as "Limited") and ESTATES PARTNERS, a Florida general partnership (hereinafter sometimes referred to as "Estates") (all such parties sometimes collectively referred to as "Constituent Business Organizations").

WITNESSETH:

WHEREAS, Palm Beach Development & Sales Corp. is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Palm Beach Development and Sales Corp. of Florida is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Palm Beach Development and Sales Ltd. is a limited partnership duly organized and existing under the laws of the State of Florida; and

WHEREAS, Estates Partners is a general partnership, duly organized and existing under the laws of the State of Florida; and

WHEREAS, one hundred percent (100%) of the stock of Palm Beach Development & Sales Corp. and Palm Beach Development and Sales Corp. of Florida is owned by Irving Miller; and

WHEREAS, PB1 and PB2 own one hundred percent (100%) of the general and limited partnership interests of Limited; and

WHEREAS, Limited owns one hundred percent (100%) of the partnership interests in Estates Partners; and

WHEREAS, Estates, Limited and PB2 desire to merge into Palm Beach Development & Sales Corp., whereby Palm Beach Development & Sales Corp. shall be the surviving entity; and

WHEREAS, the board of directors and all the shareholders of the domestic business corporations have unanimously agreed to merge into Palm Beach Development and Sales Corp.; and

WHEREAS, all the general and limited partners of Limited and Estates Partners have each approved the merger upon the terms and conditions set forth herein and have unanimously agreed to merge into Palm Beach Development and Sales Corp.; and

WHEREAS, the merger is permitted under the provisions of Florida Statute § 607.1108 of the Florida Business Corporation Act, Florida Statute § 620.2106 of the Florida Revised Uniform Partnership Act of 2005, and Florida Statute § 620.2106, of the Florida Revised Uniform Partnership Act of 1995.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions and promises contained herein, the parties have entered into this Agreement and the president and secretary of each of the corporations and each of the general and limited partners of the limited partnership and general partnership, hereby execute these Articles of Merger and Plan and Agreement of Reorganization.

1. **Recitals.** The above recitals are true and correct.
2. **Merger and Plan of Reorganization.** On the effective date, all the Constituent Business Organizations shall be merged into Palm Beach Development & Sales Corp. which

shall be the surviving business entity (hereinafter sometimes referred to as the surviving corporation).

3. The merger shall be effective on the first day of January, 2006, or the date of filing of this document as required by law.

4. The names of the domestic corporation and each business entity which is a party to this merger are as follows: Palm Beach Development & Sales Corp., a Florida corporation, Palm Beach Development and Sales Corp. of Florida, a Florida corporation, Palm Beach Development & Sales, Ltd., a Florida limited partnership, and Estates Partners, a Florida general partnership.

5. The surviving business entity shall be a Florida corporation, Palm Beach Development & Sales Corp.

6. This Agreement and Plan of Reorganization and Merger was adopted by all the directors and stockholders of each of the domestic corporations and by all the partners and general partners of each limited partner or general partnership, a party to this Agreement on _____, 2005.

7. The manner and basis of converting the shares of each domestic corporation and the partnership interests of each business entity that is a party to this merger shall be as follows:

No new shares of PB1 shall be issued inasmuch as 100% of all the shares of stock of PB1 and PB2 is owned by Irving Miller and all the partnership interests of Estates and Limited is owned by PB1 and PB2.

8. The bylaws of the surviving corporation in effect at the time of the merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed nor shall the merger affect any change in the articles of incorporation of Palm Beach Development & Sales Corp.

9. The officers and directors of the surviving corporation in effect at the time the merger becomes effective shall be and remain the officers and directors of the surviving corporation and they shall hold office until their successors are duly elected and qualified.

10. Palm Beach Development and Sales Limited and Estates Partners shall, if necessary, file a separate certificate of merger as provided by § 620.2108 and § 620.8918.

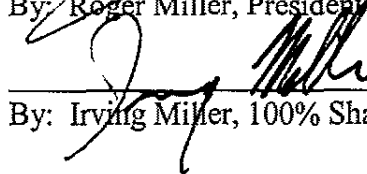
11. This merger agreement as to each constituent organization was approved as required by each organizations governing law.

IN WITNESS WHEREOF, this Agreement and Plan of Merger and Articles of Merger have been executed by each of the domestic corporations that are party to this merger by its president and by all the shareholders, partners and general partners of the business entities a party to this Agreement.

Palm Beach Development & Sales Corp.

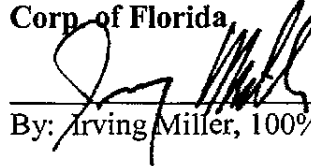


By: Roger Miller, President



By: Irving Miller, 100% Shareholder

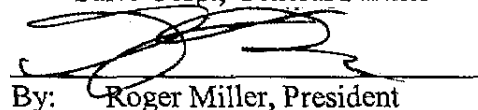
Palm Beach Development and Sales Corp. of Florida



By: Irving Miller, 100% Shareholder

Palm Beach Development and Sales, Limited

By: Palm Beach Development & Sales Corp., General Partner



By: Roger Miller, President

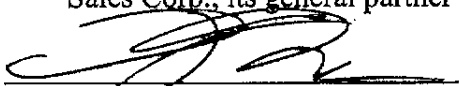
**Palm Beach Development and Sales Corp.
of Florida, ~~limited partner~~**


By: Roger Miller, President

Estates Partners

By: Palm Beach Development and Sales
Limited, sole partner

By: Palm Beach Development &
Sales Corp., its general partner


By: Roger Miller, President

CERTIFICATE OF MERGER

THIS CERTIFICATE OF MERGER signed by all the partners of Estates Partners and an authorized representative of each pre-existing constituent organization on this 22 day of December, 2005.

W I T N E S S E T H :

WHEREAS, each constituent organization has approved a merger pursuant to the laws of the State of Florida; and

WHEREAS, pursuant to Florida Statute § 620.6918, this Certificate of Merger must be signed and filed.

NOW, THEREFORE, the partners of Estates Partners and each authorized representative of each pre-existing constituent organization do hereby sign this Certificate of Merger.

1. The name and form of each constituent organization and the jurisdiction of its governing law:

Estates Partners, a Florida general partnership

Palm Beach Development & Sales Corp., a Florida corporation 305 733

Palm Beach Development and Sales Corp. of Florida, a Florida corporation 316898

Palm Beach Development & Sales, Ltd., a Florida limited partnership A24104

Florida is the jurisdiction of the governing law of each constituent organization.

2. The surviving organization is Palm Beach Development & Sales Corp., a Florida corporation, with Florida as the jurisdiction of its governing law.

3. The merger is effective under Florida law on January 1, 2006.

4. There are no amendments provided in the Plan of Merger for the organizational document of the surviving corporation.

5. The merger was approved by each constituent organization as required by each constituent organization's governing law on December 26 2005.


6. This Certificate shall be effective on January 1, 2006.

IN WITNESS WHEREOF, this Certificate is hereby executed by the partners of Estate Partners and by an authorized representative of each pre-existing constituent organization.

ESTATE PARTNERS

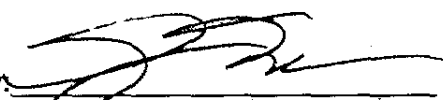
By: **PALM BEACH DEVELOPMENT AND SALES, LTD.**, its sole remaining partner

By: **PALM BEACH DEVELOPMENT & SALES CORP.**, general partner


By: 
Roger Miller, President

PALM BEACH DEVELOPMENT AND SALES, LTD.


By: **PALM BEACH DEVELOPMENT & SALES CORP.**, general partner

By: 
Roger Miller, President

PALM BEACH DEVELOPMENT AND SALES CORP. OF FLORIDA

By: 
Roger Miller, President

PALM BEACH DEVELOPMENT & SALES CORP.

By: 
Roger Miller, President

CERTIFICATE OF MERGER

THIS CERTIFICATE OF MERGER signed by the General Partner of Palm Beach Development and Sales Ltd. and by an authorized representative of each pre-existing constituent organization on this 22 day of December, 2005.

WITNESSETH:

WHEREAS, each constituent organization has approved a merger pursuant to the laws of the State of Florida; and

WHEREAS, pursuant to Florida Statute § 620.2108, this Certificate of Merger must be signed and filed.

NOW, THEREFORE, the General Partner of Palm Beach Development and Sales Ltd. and each authorized representative of each pre-existing constituent organization do hereby sign this Certificate of Merger.

1. The name and form of each constituent organization and the jurisdiction of its governing law:

Palm Beach Development & Sales Corp., a Florida corporation
Palm Beach Development and Sales Corp. of Florida, a Florida corporation
Palm Beach Development & Sales, Ltd., a Florida limited partnership
Estates Partners, a Florida general partnership

Florida is the jurisdiction of the governing law of each constituent organization.

2. The surviving organization is Palm Beach Development & Sales Corp., a Florida corporation, with Florida as the jurisdiction of its governing law.

3. The merger is effective under Florida law on January 1, 2006.

4. There are no amendments provided in the Plan of Merger for the organizational document of the surviving corporation.

5. The merger was approved by each constituent organization as required by each constituent organization's governing law on December 17, 2005.

6. This Certificate shall be effective on January 1, 2006.

IN WITNESS WHEREOF, this Certificate is hereby executed by the partners of Palm Beach Development and Sales Ltd. and by an authorized representative of each pre-existing constituent organization.

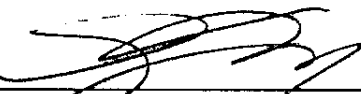
**PALM BEACH DEVELOPMENT AND
SALES LTD.**

**PALM BEACH DEVELOPMENT AND
SALES CORP.**

By: 
Roger Miller, its General Partner

**PALM BEACH DEVELOPMENT AND
SALES CORP. OF FLORIDA**


Limited Partner

By: 
Roger Miller, President

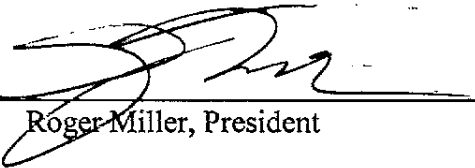
ESTATE PARTNERS

By: **PALM BEACH DEVELOPMENT AND
SALES, LTD.**, its sole remaining partner

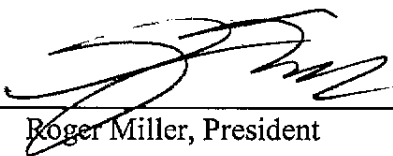
By: **PALM BEACH DEVELOPMENT
& SALES CORP.**, general partner

By: 
Roger Miller, President

**PALM BEACH DEVELOPMENT AND SALES
CORP. OF FLORIDA**

By: 
Roger Miller, President

**PALM BEACH DEVELOPMENT & SALES
CORP.**

By: 
Roger Miller, President