

CT CORPORATION SYSTEM

351846

CORPORATION(S) NAME

FILED
01 JUN -6 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | |
|--|---|
| (1) Boca Isles Club Inc. | |
| (2) DCA at Wiggins Way, Inc. | (11) W. B. HOMES, INC. |
| (3) DCA General Contractors, Inc. | MERGING INTO: |
| (4) DCA Homes of Central Florida, Inc. | INACTIVE CORPORATIONS, INC. |
| (5) DCA of Hialeah, Inc. | |
| (6) Devco Land Corp. | <i>Merger</i> |
| (7) Hillside, Inc. | |
| (8) Kings Isle Recreation Corp. | |
| (9) Lucerne Greens, Inc. | 200004367662--4
-06/06/01--01054--011
****428.75 ****428.75 |
| (10) Superior Realty & Marketing, Inc. | |

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability *6/6/01*
Document
Examiner *AKR*
Updater *AKR*
Verifier
W.P. Verifier

6/6/01

gjc

Order#: 4520117

Ref#:

Amount: \$

RECEIVED
01 JUN -6 AM 11:13
DIVISION OF CORPORATION

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUPERIOR REALTY & MARKETING, INC. a Florida corp. 608321
W.B. HOMES, INC., a Florida corporation 328366
BOCA ISLES CLUB, INC., a Florida corporation P93000012772
DCA AT WIGGINS BAY, INC., a Florida corporation J18699
DCA GENERAL CONTRACTORS, INC., a Florida corporation 250765
DCA HOMES OF CENTRAL FLORIDA, INC., a Florida corporation M05187
DCA OF HIALEAH, INC., a Florida corporation F23622
DEVCO LAND CORP., a Florida corporation 344524
HILLSIDE, INC., a Florida corporation G68991
KINGS ISLE RECREATION CORP., a Florida corporation V71579
LUCERNE GREENS, INC., a Florida corporation H28515

INTO

INACTIVE CORPORATIONS, INC., a Florida entity, 351846

File date: June 6, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

INACTIVE CORPORATIONS, INC., a Florida corporation (the "Surviving Corporation") and BOCA ISLES CLUB, INC., DCA AT WIGGINS BAY, INC., DCA GENERAL CONTRACTORS, INC., DCA HOMES OF CENTRAL FLORIDA, INC., DCA OF HIALEAH, INC., DEVCO LAND CORP., HILLSIDE, INC., KINGS ISLE RECREATION CORP., LUCERNE GREENS, INC., SUPERIOR REALTY & MARKETING, INC., and W. B. HOMES, INC., all Florida corporations (the "Non-surviving Corporations"), hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Section 607.1105 of the Florida Business Corporation Act:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-surviving Corporations and the Surviving Corporation, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

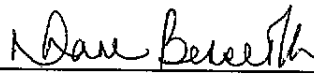
2. The merger of the Non-surviving Corporations with and into the Surviving Corporation shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the shareholders and Boards of Directors of each of the Non-surviving Corporations and the Surviving Corporation by Written Consent thereto dated as of May 8, 2001.

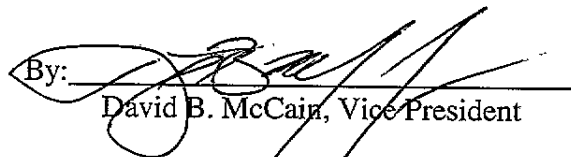
4. Pursuant to the Plan of Merger, as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 18th day of May, 2001.

NON-SURVIVING CORPORATIONS:
(as stated above)

By: 
Diane Bessette, Vice President

SURVIVING CORPORATION:
INACTIVE CORPORATIONS, INC.
a Florida corporation

By: 
David B. McCain, Vice President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of BOCA ISLES CLUB, INC., DCA AT WIGGINS BAY, INC., DCA GENERAL CONTRACTORS, INC., DCA HOMES OF CENTRAL FLORIDA, INC., DCA OF HIALEAH, INC., DEVCO LAND CORP., HILLSIDE, INC., KINGS ISLE RECREATION CORP., LUCERNE GREENS, INC., SUPERIOR REALTY & MARKETING, INC., and W. B. HOMES, INC., all Florida corporations (the "Non-Surviving Corporations"), with and into INACTIVE CORPORATIONS, INC., a Florida corporation (the "Surviving Corporation").

W I T N E S S E T H :

WHEREAS, the Non-Surviving Corporations and the Surviving Corporation wish to enter into a merger agreement according to which the Non-Surviving Corporations will merge with and into the Surviving Corporation, and the Surviving Corporation will be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

A. The Merger. On the Effective Date (as defined below), the Non-Surviving Corporations shall merge with and into the Surviving Corporation (the "Merger"). Immediately following the Merger, the Surviving Corporation shall continue as the surviving corporation, and the separate existence of the Non-Surviving Corporations shall cease.

1. Terms and Conditions. The Merger shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

2. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall be the Articles of Incorporation and the Bylaws, respectively, of the Surviving Corporation.

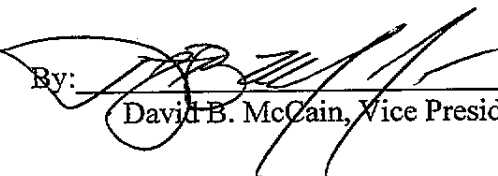
3. Conversion of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Non-Surviving Corporations, all outstanding capital stock of the Non-Surviving Corporations shall be canceled, without any conversion thereof, and all the outstanding capital stock of Surviving Corporation shall remain outstanding and unchanged. Any rights to acquire capital stock of the Non-Surviving Corporations shall be converted to rights to acquire capital stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of May 18 2001.

NON-SURVIVING CORPORATIONS:
(as stated above)

By: 
Diane Bessette, Vice President

SURVIVING CORPORATION:
INACTIVE CORPORATIONS, INC., a Florida
corporation

By: 
David B. McCain, Vice President