

JAMES A. SCHORNER, P. A.

Attorney at Law  
Certified Public Accountant

3381 Ocean Drive  
Vero Beach FL 32963-1680  
(561) 231-5300 ♦ (800) 330-5300  
Fax: (561) 231-5343  
Email: Jschorner @ Juno.com

448072

August 24, 1998

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee FL 32314

500002627805--6  
-08/28/98--01069--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Zachary Taylor Camping and Lodge, Inc.

Dear Sir:

500002627805--6  
-09/09/98--01013--027  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed are the articles of merger between Zachary Taylor Camping and Lodge, Inc. and Mariner Enterprises, Inc.

Please provide us with one certified copy of the filed articles. Our check for \$87.50 (merger filing fee, \$35 and copy fee, \$52.50) is also provided.

Please call if you have any questions. Thank you for your attention to this matter.

Sincerely,

*Barbara DeBerry*  
Barbara DeBerry, CLAS, CFLA  
Certified Legal Assistant / Estate Planning & Probate Specialist

FILED  
98 AUG 28 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures: Articles of Merger  
Check for \$87.50

merger

SEP 2 1998

# JAMES A. SCHORNER, P. A.

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Certified Public Accountant

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Vero Beach FL 32963-1680  
(561) 231-5300 ♦ (800) 330-5300  
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Email: Jschorner@Juno.com

September 2, 1998

Attn: Thelma  
Secretary of State / Division of Corporations  
PO Box 6327  
Tallahassee FL 32314

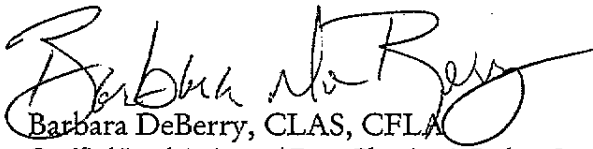
Re: Zachary Taylor Camping and Lodge, Inc.  
Corporate merger

Dear Thelma:

Thank you for your call regarding the additional payment needed to complete the transaction.

Our check for \$35 is enclosed.

Sincerely,



Barbara DeBerry, CLAS, CFLA  
Certified Legal Assistant / Estate Planning & Probate Specialist

Enclosure

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

MARINER ENTERPRISES, INC., a Florida corporation, F29273.

INTO

**ZACHARY TAYLOR CAMPING AND LODGE, INC.**, a Florida corporation,  
448072

File date: August 28, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER  
of  
Mariner Enterprises, Inc.  
into  
Zachary Taylor Camping and Lodge, Inc.

FILED  
98 AUG 28 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes 607.1101:

1. The names and jurisdictions of incorporation of all parties to the merger are the following:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>
Zachary Taylor Camping and Lodge, Inc.	Florida
Mariner Enterprises, Inc.	Florida

2. The surviving corporation of the merger is Zachary Taylor Camping and Lodge, Inc.

3. The Plan (and Agreement) of Merger attached to these Articles of Merger as Exhibit A was approved in the name of and on behalf of each of the parties to the merger.

4. The dates of adoption of the Plan (and Agreement) of Merger by the shareholders of each party are the following:

<u>Name of Corporation</u>	<u>Date</u>
Zachary Taylor Camping and Lodge, Inc.	August 10, 1998
Mariner Enterprises, Inc.	August 10, 1998

5. The merger shall be effected upon the filing of these Articles of Merger by the Secretary of State of Florida.

6. All of the shares of Mariner Enterprises, Inc., are owned by Charles R. Freed. On the effective date of this merger they will be canceled.

7. The shareholders of Mariner Enterprises, Inc., shall receive one (1) share of Zachary Taylor Camping and Lodge, Inc., for each one (1) share of Mariner Enterprises, Inc., owned.

Adopted by the board of directors of Zachary Taylor Camping and Lodge, Inc. and by the board of directors of Mariner Enterprises, Inc. to its shareholders; this 10<sup>th</sup> day of August, 1998. MAA

Zachary Taylor Camping and Lodge, Inc.  
Enterprises, Inc.

Mariner

*Charles R. Freed*  
Charles R. Freed,  
Director

*Charles R. Freed*  
Charles R. Freed,  
Director

*Ruby N. Hall*  
Ruby N. Hall,  
Director

Attest:

Attest:

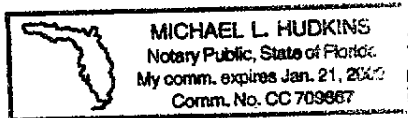
*Charles R. Freed*  
Charles R. Freed, Secretary

*Charles R. Freed*  
Charles R. Freed, Secretary

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared Charles R. Freed, a director and Secretary of Zachary Taylor Camping and Lodge, Inc. and Mariner Enterprises, Inc., to me well known to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in the above County and State this 10<sup>th</sup> day of August, 1998.

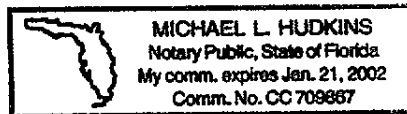


*Michael L. Hudkins*  
Notary Public

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared Ruby N. Hall, a director of Zachary Taylor Camping and Lodge, Inc., to me well known to be the person described in and who subscribed the above Articles of Merger, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in the above County and State this 8<sup>th</sup> day of August, 1998.



*Michael L. Hudkins*  
Notary Public

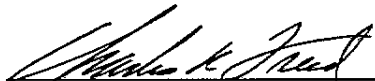
PLAN OF MERGER  
of Mariner Enterprises, Inc.  
into Zachary Taylor Camping and Lodge, Inc.

1. The names all parties to the merger are the following:
  - a. Zachary Taylor Camping and Lodge, Inc., and
  - b. Mariner Enterprises, Inc.
2. The surviving corporation of the merger is Zachary Taylor Camping and Lodge, Inc.
3. The terms and conditions of the merger are:
  - a. the shareholders of Mariner Enterprises, Inc., shall receive one (1) share of Zachary Taylor Camping and Lodge, Inc., for each one (1) shares of Mariner Enterprises, Inc., owned;
  - b. the shares of Mariner Enterprises, Inc., shall be surrendered and thereafter be canceled.
4. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation is that the shareholders of Mariner Enterprises, Inc., shall receive one (1) share of Zachary Taylor Camping and Lodge, Inc., for each one (1) share of Mariner Enterprises, Inc., owned, and the shares of Mariner Enterprises, Inc., shall be canceled following conclusion of the merger.

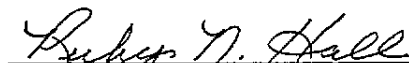
FOR:

Zachary Taylor  
Camping and Lodge, Inc.

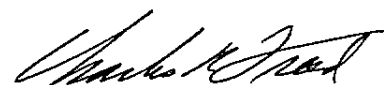
Mariner Enterprises, Inc.

  
\_\_\_\_\_  
Charles R. Freed,  
Director

  
\_\_\_\_\_  
Charles R. Freed,  
Director

  
\_\_\_\_\_  
Ruby N. Hall,  
Director

Attest:

  
\_\_\_\_\_  
Charles R. Freed, Secretary

Attest:

  
\_\_\_\_\_  
Charles R. Freed, Secretary

WAIVER OF NOTICE  
of the  
SPECIAL MEETING OF THE STOCKHOLDER  
of

Mariner Enterprises, Inc.

I, Charles R. Freed, the undersigned, being the sole stockholder of the above named corporation hereby agree and consent that the Special Meeting of the Stockholder be held on the date and on the time and place listed below for the purpose of review of the plan of merger with Mariner Enterprises, Inc., recommended by the Board of Directors, and the transaction thereat of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and of any adjournment thereof.

Place of meeting: 3381 Ocean Drive  
Vero Beach FL 32963

Date of meeting: August 10, 1998  
Time of meeting: 4:00 p.m.  
Purpose of meeting: Merger

Stockholder:   
Charles R. Freed

MINUTES OF THE SPECIAL MEETING  
OF THE STOCKHOLDER

Mariner Enterprises, Inc.

A special meeting of the stockholder of Mariner Enterprises, Inc. was held at 3381 Ocean Drive, Vero Beach FL 32963, on August 10, 1998, at 4:00 p.m.

Charles R. Freed, a Stockholder of this corporation called this meeting to order.

A written waiver and notice of the time and place of the present meeting, signed by the Stockholder of this corporation was then presented and read by the Secretary, and the same was ordered filed and spread at length upon the Minutes.

The Secretary then presented and read to the meeting a copy of the Plan of Merger between Mariner Enterprises, Inc. and Zachary Taylor Camping and Lodge, Inc., with Zachary Taylor Camping and Lodge, Inc. surviving, recommended by the Board of Directors; and on motion duly made and carried, it was

RESOLVED that said recommendation of merger is accepted, and that the Secretary is directed to attach a copy of said Articles of Merger upon these Minutes.

Dated: August 10, 1998

Stockholder:   
Charles R. Freed, Sole Shareholder



MINUTES OF ACTION TAKEN WITHOUT MEETING  
OF THE BOARD OF DIRECTORS  
OF  
Zachary Taylor Camping and Lodge, Inc.

Under the provisions of F.S. 607.0821 which provide for action to be taken by directors without a meeting, the directors of Zachary Taylor Camping and Lodge, Inc., hereby

RESOLVE:

- A. To merge with Mariner Enterprises, Inc., with Zachary Taylor Camping and Lodge, Inc., surviving;
- B. That the merger will be effective upon the filing of the Articles of Merger with the Florida Secretary of State;
- C. That effective with the date of the merger, the shares of Mariner Enterprises, Inc. shall be canceled and its assets combined with Zachary Taylor Camping and Lodge, Inc. as one, single corporation;
- D. That there will be no changes in the articles of incorporation required by this action;
- E. That no vote of the shareholders of Zachary Taylor Camping and Lodge, Inc. is required because the provisions of F.S. 607.1103(7) are satisfied.

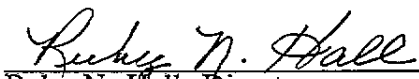
This action is hereby approved by all of the directors, being two.

APPROVED:

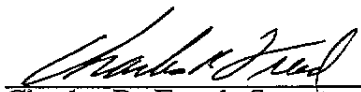
8/10/98  
Date

  
Charles R. Freed, Director

8/10/98  
Date

  
Ruby N. Hall, Director

8/10/98  
Date

  
Charles R. Freed, Secretary

MINUTES OF ACTION TAKEN WITHOUT MEETING  
OF THE BOARD OF DIRECTORS  
OF  
Mariner Enterprises, Inc.

Under the provisions of F.S. 607.0821 which provide for action to be taken by directors without a meeting, the directors of Mariner Enterprises, Inc., hereby

RESOLVE:

1. To recommend to the shareholders a merger between Mariner Enterprises, Inc. and Zachary Taylor Camping and Lodge, Inc., with Zachary Taylor Camping and Lodge, Inc. surviving;
2. Effective with the date of the merger, the shares of Mariner Enterprises, Inc., shall be canceled and its assets combined with Zachary Taylor Camping and Lodge, Inc., as one, single corporation.
3. There will be no changes in the articles of incorporation required by this action.

This action is hereby approved by all of the directors, being 1.

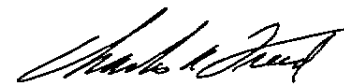
APPROVED:

8/10/98  
Date

  
\_\_\_\_\_  
Charles R. Freed, Director

ATTEST:

8/10/98  
Date

  
\_\_\_\_\_  
Charles R. Freed, Secretary