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MERGER OR SHARE EXCHANGE

ABBOTT REALTY SERVICES, INC.

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4383, and/or 620.203, 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>
1.	Bluebill Properties, LLC 26201 Hickory Blvd. Bonita Springs, Florida 34134	Florida	limited liability company
	Florida Document/Registration No.: L03000001533		FEI No.: 65-1175994
2.	Coastal Real Estate Sales, LLC 3800 S. Tamiami Trail Suite 14 Sarasota, Florida 34239	Florida	limited liability company
	Florida Document/Registration No.: L03000001470		FEI No.: 33-1047660
3.	Priscilla Murphy Realty, LLC 13831 Vector Avenue Suite 105 Ft. Myers, Florida 33907	Florida	limited liability company
	Florida Document/Registration No.: L02000034311		FEI No.: 14-1873125
4.	Styles Estates, LLC 7799 Styles Blvd. Kissimmee, Florida 34747	Florida	limited liability company
	Florida Document/Registration No.: L03000001467		FEI No.: 14-1873135

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>
Abbott Realty Services, Inc. 35000 Emeral Coast Parkway P.O. Box 30 Destin, Florida 32541	Florida	corporation

H05000029087

H05000029087

Florida Document/Registration No.: 536402

FEI No.: 59-1775514

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by any other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not organized under the laws of the State of Florida, the surviving corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members in each domestic limited liability company that is a party to the merger.

SIXTH: If not organized under the laws of the State of Florida, the surviving entity agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.


SEVENTH: The surviving entity has obtained the written consent of each member and/or shareholder that as a result of the merger is now a general partner and/or shareholder of the surviving entity pursuant to section(s) 607.11089(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

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

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
Bluebill Properties, LLC		Carter R. Todd, VP & Secretary

H05000029087

H05000029087

Coastal Real Estate Sales, LLC



Carter R. Todd, VP & Secretary

Priscilla Murphy Realty, LLC



Carter R. Todd, VP & Secretary

Styles Estates, LLC



Carter R. Todd, VP & Secretary

Abbott Realty Services, Inc.



Carter R. Todd, VP & Secretary

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AGREEMENT AND PLAN OF MERGER

The following Agreement and Plan of Merger, which was adopted and approved by each party to the merger in accordance with the applicable laws of the state of organization of such party, is being submitted in accordance with section(s) 607, 1109, 608.4383, and/or 620.203, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Bluebill Properties, LLC	Florida
Coastal Real Estate Sales, LLC	Florida
Priscilla Murphy Realty, LLC	Florida
Styles Estates, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Abbott Realty Services, Inc.	Florida

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

(a) The certificate of incorporation of the surviving corporation as it shall exist on the effective date of this Agreement and Plan of Merger shall be and remain the certificate of incorporation of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The officers and directors of the surviving corporation shall continue in office until the next annual meeting of shareholders and until a successor or successors have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of the State of Florida.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, trademarks, licenses, registrations and other assets of every kind and description of the merging limited liability companies shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed. All property, rights, and every other interest of the surviving corporation and the merging limited liability companies shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merging limited liability companies, respectively. The merging limited liability companies hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to

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execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merging limited liability companies acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The managers and/or managing members of the merging limited liability companies and the proper officers of the surviving corporation are fully authorized in the name of the merging limited liability companies or otherwise to take any and all such action.

FOURTH: The manner and basis of converting the membership interests of the merging limited liability companies into the capital stock of the surviving corporation are as follows:

(a) The capital stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement and Plan of Merger, shall remain issued and outstanding.

(b) One hundred percent of the membership interests in the merging limited liability companies which are outstanding as of the effective date of the Agreement and Plan of Merger, and all rights in respect thereof, shall forthwith be cancelled.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: N/A

SIXTH: If a corporation is the surviving entity the name and address of the shareholder is as follows:

ResortQuest International, Inc.
One Gaylord Drive
Nashville, TN 37214

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows: N/A

EIGHTH: Other provisions, if any, relating to the merger: N/A


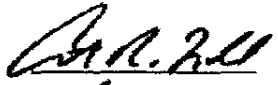
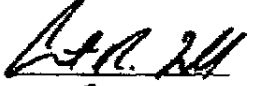


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IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger through the signature of their duly authorized representative set forth below as of this 3rd day of February 2005.

<u>Name</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Bluebill Properties, LLC		Carter R. Todd, VP & Secretary
Coastal Real Estate Sales, LLC		Carter R. Todd, VP & Secretary
Priscilla Murphy Realty, LLC		Carter R. Todd, VP & Secretary
Styles Estates, LLC		Carter R. Todd, VP & Secretary
Abbott Realty Services, Inc.		Carter R. Todd, VP & Secretary

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