

645558

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CLERK OF THE COURT  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Merger*

C.COULLIETTE

OCT 21 2008

EXAMINER



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 762593 144245A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Spuddelema*

ORDER DATE : October 20, 2008

ORDER TIME : 9:19 AM

ORDER NO. : 762593-005

CUSTOMER NO: 144245A

ARTICLES OF MERGER

ZUBCOV ENTERPRISES, INC.

INTO

H.S. DEVELOPMENTS (NAPLES),  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**  
(Profit Corporations)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the **Surviving Corporation**:

**NAME**

H.S. Developments (Naples), Inc.

**JURISDICTION**

Organized under the laws of the State of Florida, **FL DOCUMENT NO.** 645558

SECOND: The name and jurisdiction of the **Merging Corporation**:

**NAME**

Zubcov Enterprises, Inc.

**JURISDICTION**

Organized under the laws of the State of Florida, **FL DOCUMENT NO.** F08375

THIRD: The Plan of Merger is attached.

FOURTH: This Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the Shareholders of the **Surviving Corporation** as of the 15th day of October, 2008.

SIXTH: The Plan of Merger was adopted by the Shareholders of the **Merging Corporation** as of the 15th day of October, 2008.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have executed this instrument as of the 15th day of October, 2008.

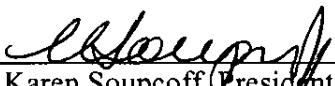
**Surviving Corporation:**

**Merging Corporation:**

H.S. Developments (Naples), Inc.

Zubcov Enterprises, Inc.

By:   
Karen Soupcoff, President

By:   
Karen Soupcoff, President

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes.

FIRST: The name and jurisdiction of the **Surviving Corporation**:

**NAME**

**JURISDICTION**

H.S. Developments (Naples), Inc.

Organized under the laws  
of the State of Florida

SECOND: The name and jurisdiction of the **Merging Corporation**:

**NAME**

**JURISDICTION**

Zubcov Enterprises, Inc.

Organized under the laws  
of the State of Florida

THIRD: The Articles of Incorporation of the **Surviving Corporation**, as in effect immediately before the Effective Date of this Merger (the Effective Date), shall, without any changes, be the Articles of Incorporation of the **Surviving Corporation** from and after the Effective Date, until later amended as permitted by law.

FOURTH: The **Surviving Corporation** has, and on the Effective Date shall have, one authorized class of stock, being common stock with a par value of \$1.00 per share. Each share that is issued and outstanding is, and on the Effective Date shall be, fully paid and non-assessable.

FIFTH: Each share of stock of the **Merging Corporation** that is issued and outstanding is, and on the Effective Date shall be, common stock with a par value of \$1.00 per share, and fully paid and non-assessable.

SIXTH: On the Effective Date, each share of the **Merging Corporation's** common stock that shall be issued and outstanding at that time shall, without more, be converted into and exchanged for one share of the common stock of the **Surviving Corporation**, in full satisfaction of such conversion and exchange.

SEVENTH: On the Effective Date, the separate existence of the **Merging Corporation** shall cease, and the **Surviving Corporation** shall be fully vested in the **Merging Corporation's** rights, privileges, immunities, and powers, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106, Florida Statutes.

EIGHTH: The Effective Date of this Merger shall be as specified in the Articles of Merger, to which this Plan of Merger is attached.

IN WITNESS WHEREOF, the parties have executed this instrument as of the 15th day of October, 2008.

**Surviving Corporation:**

H.S. Developments (Naples), Inc.

By:   
Karen Soupcoff, President

**Merging Corporation:**

Zubcov Enterprises, Inc.

By:   
Karen Soupcoff, President