

GROUPE PACIFIC
Southeastern Florida Properties, Inc.

661283

20803 Biscayne Boulevard - Suite 200
Aventura, Florida 33180
305-891-7987 or Fax 305-861-6854

August 27, 2001

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations-Amendments
409 E. Gaines Street
Tallahassee, Florida 32399

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-09/06/01--01071--017
****341.25 ****78.75

RE: Biscayne Cove Southeastern, Inc.
L'Excellence Southeastern, Inc.
Three Islands Southeastern, Inc.

Dear Secretary:

In connection with the referenced entities, enclosed find an original and one copy of Articles of Merger and Plan of Merger. Additionally, enclosed is our check in the amount of \$341.25, which represents the filing and certified copy fee.

Please immediately file the enclosed and return a certified copy of each in the Federal Express envelope provided.

Should you have any questions, please call the undersigned.

Sincerely,

GROUPE PACIFIC


Judith H. Carpenter
Customer Relations Manager

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Enclosures

FILED
01 AUG 28 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

2001 SEP 6 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

THREE ISLANDS SOUTHEASTERN, INC., a Florida entity, 595038

INTO

RIVE GAUCHE SOUTHEASTERN, INC., a Florida entity, 661283

File date: August 28, 2001, effective August 31, 2001

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER OF
THREE ISLANDS SOUTHEASTERN, INC.
INTO
RIVE GAUCHE SOUTHEASTERN, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations described herein, adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

ARTICLE I

EFFECTIVE DATE
8-31-01

The names of the corporations which are parties to the within merger are **THREE ISLANDS SOUTHEASTERN, INC.**, a Florida corporation, and **RIVE GAUCHE SOUTHEASTERN, INC.**, a Florida corporation. **RIVE GAUCHE SOUTHEASTERN, INC.** is the surviving corporation.

ARTICLE II

The Plan of Merger, containing the information required by Section 607.1104 of the Florida Statutes, is set forth in Exhibit "A", which is attached hereto and made a part hereof.

ARTICLE III

The Plan of Merger was adopted by the board of directors of **SOUTHEASTERN FLORIDA PROPERTIES, INC.**, a Florida corporation, the parent and sole shareholder of both **THREE ISLANDS SOUTHEASTERN, INC.** and **RIVE GAUCHE SOUTHEASTERN, INC.** on August 27, 2001, pursuant to Section 607.1104 of the Florida Statutes.

ARTICLE IV

The manner of adoption and vote of **RIVE GAUCHE SOUTHEASTERN, INC.**, the surviving corporation, was as follows:

A shareholder vote and/or approval was not required. The merger was adopted by the board of directors without shareholder action on August 27, 2001.

ARTICLE V

The manner of adoption and vote of **THREE ISLANDS SOUTHEASTERN, INC.**, the nonsurviving corporation, was as follows:

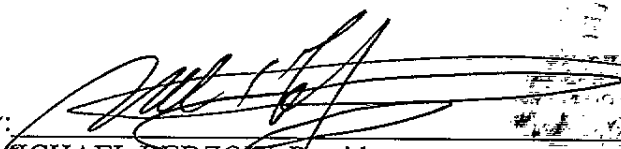
A shareholder vote and/or approval was not required. The merger was adopted by the board of directors without shareholder action on August 27, 2001.

ARTICLE VI

These Articles of Merger will be effective on the 31st day of August, 2001, at 9:00 a.m.

DATED: August 27, 2001.

THREE ISLANDS SOUTHEASTERN, INC.
A Florida Corporation

By: 
MICHAEL BEDZOW, President

RIVE GAUCHE SOUTHEASTERN, INC.
A Florida Corporation

By: 
MICHAEL BEDZOW, President

SOLE SHAREHOLDER OF BOTH THREE
ISLANDS SOUTHEASTERN, INC. and RIVE
GAUCHE SOUTHEASTERN, INC.:

SOUTHEASTERN FLORIDA PROPERTIES,
INC., a Florida corporation

By: 
MICHAEL BEDZOW, President

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER is entered into this 27th day of August, 2001, by and between **THREE ISLANDS SOUTHEASTERN, INC.**, a Florida corporation, whose principal office is located at 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 (hereinafter referred to as the "Nonsurviving Corporation"), **RIVE GAUCHE SOUTHEASTERN, INC.**, a Florida corporation, whose principal office is located at 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 (hereinafter referred to as the "Surviving Corporation"), and **SOUTHEASTERN FLORIDA PROPERTIES, INC.**, a Florida corporation, whose principal office is located at 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 (hereinafter referred to as "SEFP") ("Nonsurviving Corporation, Surviving Corporation and SEFP are hereinafter collectively referred to as the "Parties").

WITNESSETH:

WHEREAS, Surviving Corporation has a capitalization of Seven Thousand Five Hundred (7,500) authorized shares of \$1.00 par value common stock, of which Five Hundred (500) shares are issued and outstanding;

WHEREAS, Nonsurviving Corporation has a capitalization of Five Thousand (5,000) authorized shares of \$1.00 par value common stock, of which Five Hundred (500) shares are issued and outstanding;

WHEREAS, SEFP is the sole owner of all of the issued and outstanding stock of both Surviving Corporation and Nonsurviving Corporation;

WHEREAS, the boards of directors of SEFP, Surviving Corporation and Nonsurviving Corporation deem it desirable and in the best business interests of the corporations and their shareholders that Nonsurviving Corporation be merged into Surviving Corporation pursuant to the provisions of Sections 607.1101 et seq. of the Florida Statutes in order that the transaction qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, stipulations and agreements hereinafter made and for other good and valuable considerations, the Parties hereby agree as follows:

ARTICLE I
MERGER

Nonsurviving Corporation shall merge with and into Surviving Corporation, which shall be the surviving corporation.

ARTICLE II
TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of Nonsurviving Corporation shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of Nonsurviving Corporation, without the necessity for any separate transfer. Surviving Corporation shall be responsible and liable for all liabilities and obligations of

Nonsurviving Corporation, and neither the rights of creditors nor any liens on the property of Nonsurviving Corporation shall be impaired by the merger.

ARTICLE III

CONVERSION OF SHARES

The manner and basis of converting the shares of Nonsurviving Corporation into shares of Surviving Corporation is as follows:

A. Each share of the common stock of Nonsurviving Corporation issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of Surviving Corporation, which shares of common stock of Surviving Corporation shall then be issued and outstanding.

B. After the effective date of the merger, each holder of certificates for shares of common stock in Nonsurviving Corporation shall surrender them to Surviving Corporation or its duly appointed agent, in the manner that Surviving Corporation shall legally require. On receipt of the share certificates, Surviving Corporation shall issue and exchange certificates for shares of common stock in Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above.

ARTICLE IV

CHANGES IN ARTICLES OF INCORPORATION

The articles of incorporation of Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

ARTICLE V

CHANGES IN BYLAWS

The bylaws of Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

ARTICLE VI

DIRECTORS AND OFFICERS

The directors and officers of Surviving Corporation on the effective date of the merger shall continue as the officers and directors of Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

ARTICLE VII

DISSENTING SHAREHOLDERS

The shareholders of the Surviving Corporation and the Nonsurviving Corporation who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Statutes, may be entitled, if they comply with the provisions of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

ARTICLE VIII
EFFECTIVE DATE OF MERGER

The effective date of this merger shall be the 31st day of August, 2001, at 9:00 a.m.

ARTICLE IX
EXECUTION OF AGREEMENT

This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the Parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

DATED this 27th day of August, 2001.

THREE ISLANDS SOUTHEASTERN, INC.
A Florida Corporation

By: 
MICHAEL BEDZOW, President

RIVE GAUCHE SOUTHEASTERN, INC.
A Florida Corporation

By: 
MICHAEL BEDZOW, President

SOLE SHAREHOLDER OF BOTH THREE
ISLANDS SOUTHEASTERN, INC. and RIVE
GAUCHE SOUTHEASTERN, INC.:

SOUTHEASTERN FLORIDA PROPERTIES,
INC., a Florida corporation

By: 
MICHAEL BEDZOW, President

