

817237

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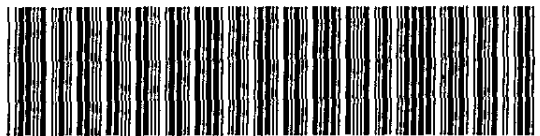
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ILLINOIS
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAY -9, PM 3:15

merger

VB

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May 1, 2006

Sent Via Federal Express

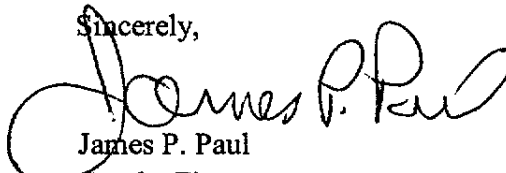
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: The Deltona Corporation/Citony Development Corporation

Dear Sir/Madam:

Enclosed are the Articles of Merger of Citony Development Corporation, a Florida corporation, merging into The Deltona Corporation, a Delaware corporation, accompanied by the attached Plan of Merger. The filing fees of Citony Development Corporation (\$35.00) and The Deltona Corporation (\$35.00) for a total of \$70.00 are included and we request five (5) certified copies at \$8.75 each for a total request for certified copies included of \$43.75 for a grand total of \$113.75. Please return the certified copies to the undersigned as soon as possible. If any additional fees are required, please call and we will authorize credit card charges.

Sincerely,



James P. Paul
For the Firm

JPP/kr
cc Sharon Hummerhielm
Enclosures

P:\BANKRUPTCY\JP\0257- Deltona Corporation\Citony\Merger\FLDivisionCorpCitony.101.wpd

This instrument was prepared by:
James P. Paul, Esq.
Haley, Sinagra, Paul & Toland, PA
100 Southeast Third Avenue, Suite 1900
Fort Lauderdale, Florida 33394
Tel: 954-467-1300

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAY -9 PM 3:15

ARTICLES OF MERGER
OF
CITONY DEVELOPMENT CORPORATION
(a Florida corporation)
AND
THE DELTONA CORPORATION
(a Delaware corporation)

Pursuant to the provisions of Sections 607.1101, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), Citony Development Corporation, a Florida corporation, and The Deltona Corporation, a Delaware corporation, adopt the following Articles of Merger for the purpose of merging Citony Development Corporation, a wholly owned subsidiary of The Deltona Corporation, with and into The Deltona Corporation (the "Merger").

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u> (if known/applicable)
The Deltona Corporation	Delaware	817237

SECOND: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u> (if known/applicable)
Citony Development Corporation	Florida	P92000008184

THIRD: The Plan of Merger is attached as Exhibit "A".

FOURTH: The 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 board of directors and the sole shareholder of the surviving corporation on April 3, 2006.

SIXTH: The Plan of Merger was adopted by the board of directors and the sole shareholder of the merging corporation(s) on April 3, 2006.

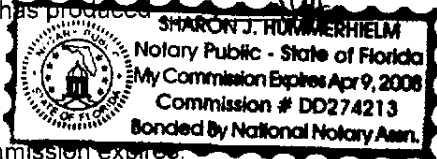
SEVENTH: SIGNATURES OF EACH CORPORATION

CITONY DEVELOPMENT CORPORATION, a
Florida corporation

By: [Signature]
Antony Gram, President

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged, sworn and attested before me this 3rd day of April, 2006, by Antony Gram, as the President of Citony Development Corporation, who is personally known to me or who has produced [Signature] as identification.



My commission expires:

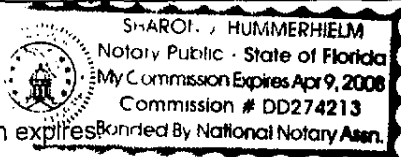
[Signature]
NOTARY PUBLIC

THE DELTONA CORPORATION, a Delaware
corporation

By: [Signature]
Antony Gram, President

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged, sworn and attested before me this 3rd day of April, 2006, by Antony Gram, as the President of The Deltona Corporation, who is personally known to me or who has produced [Signature] as identification.



My commission expires:

[Signature]
NOTARY PUBLIC

The undersigned Assistant Secretary of Citony Development Corporation certifies that the foregoing were all duly approved by all of the shareholders and directors of Citony Development Corporation.

[Signature]
Sharon Hummerhielm, Assistant Secretary of
Citony Development Corporation
[SEAL]

The undersigned Secretary of The Deltona Corporation certifies that the foregoing were all duly approved by all of the shareholders and directors of The Deltona Corporation.

[Signature]
Sharon Hummerhielm, Secretary of The Deltona Corporation
[SEAL]

This instrument was prepared by
James P. Paul, Esq.
Haley, Suragra, Paul & Toland, P.A.
100 Southeast Third Avenue, Suite 1900
Fort Lauderdale, Florida 33394
Tel 954-467-1300

PLAN OF MERGER
OF
CITONY DEVELOPMENT CORPORATION
(a Florida corporation)
INTO
THE DELTONA CORPORATION
(a Delaware corporation)

1. Names of Merging Corporations

Citony Development Corporation, a Florida corporation ("Citony"), shall be merged with and into The Deltona Corporation, a Delaware corporation ("Deltona").

2. Terms and Conditions of the Proposed Merger

2.1 The Merger

The Merger shall occur at the Effective Date and Time, as defined below, at which time the separate existence of Citony shall cease, Deltona, which owns 100% of the shares of Citony, shall be the surviving corporation (the "Surviving Corporation"). Deltona's corporate existence, with all its purposes, powers, bylaws and objects, shall continue unaffected and unimpaired by the Merger. (Citony and Deltona are hereinafter sometimes collectively referred to as the "Constituent Corporations").

2.2 The Surviving Corporation

The Surviving Corporation shall be The Deltona Corporation. As of the Effective Date and Time of the Merger, the effect of the Merger shall be as provided in the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL"). The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of every kind of Deltona shall continue unaffected and unimpaired by the Merger; and the corporate franchises, existence and rights of every kind of Citony shall be merged with and into Deltona; and Deltona, as the Surviving Corporation, shall be fully vested therewith. The separate existence of Citony shall cease and, in accordance with the terms of the merger agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchise, of a public as well as of a private nature, and all property, real, personal, intangible and mixed of every kind; and all debts due on whatever account, including subscriptions to shares, all taxes, including those due and owing and those accrued, and all other causes in action, and all and every other interest of or belonging to or due to Citony and Deltona shall be taken and deemed to be transferred to, and vested in, the Surviving Corporation without further act or deed, and all property, rights and privileges, powers and franchises and all and every other interest of every kind shall be thereafter as effectually the property of the Surviving Corporation as they were of Citony and Deltona; and the title to any and all real estate contracts, or interest therein, whether by deed or otherwise, vested in Citony and Deltona, shall not revert or be in any way impaired by reason of the Merger and all rights, assets and receivables of Citony and Deltona shall be the property of the Surviving Corporation.

This instrument was prepared by
James P. Paul, Esq.
Haley, Sinagra, Paul & Toland, P.A.
100 Southeast Third Avenue, Suite 1900
Fort Lauderdale, Florida 33304
Tel. 954-467-1300

The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of Citony and Deltona; and any claim existing, or action or proceeding pending by or against Citony or Deltona may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in their place. Neither the rights of creditors nor any liens upon the property of Citony or Deltona shall be impaired by the Merger; and all debts, liabilities and duties of Citony and Deltona shall attach to the Surviving Corporation, and may be enforced against such Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by such Surviving Corporation.

The Constituent Corporations shall execute, deliver, acknowledge and record any and all documents necessary or appropriate to confirm and perfect the transfer of assets and property to the Surviving Corporation. The intent of Citony and Deltona is that without enumerating the individual assets and liabilities of Citony and Deltona that the Surviving Corporation shall be vested with all of the assets and liabilities of Citony and Deltona to the broadest sense without the necessity of transfer documentation.

2.3 Certificates of Incorporation

The Certificate of Incorporation of Deltona as in effect immediately prior to the Effective Date and Time, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the DGCL.

2.4 Bylaws

The Bylaws of Deltona as in effect immediately prior to the Effective Date and Time shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed in the manner provided in such Bylaws and in accordance with the DGCL.

3. Manner and Basis of Converting Shares

3.1 Conversion/Cancellation

Upon the Effective Date and Time of merger all outstanding shares owned of Citony stock by Deltona, comprising 100% of the outstanding stock, shall, by virtue of the Merger, and without any action on the part of the holders thereof, automatically be cancelled and the assets and liabilities of Citony merged with Deltona and recorded on the books and records of the Surviving Corporation. All of the outstanding and authorized shares of the Deltona Corporation comprising 30 shares shall remain the same with no change in par value.

3.2 Treasury Shares

Any and all shares of Citony Stock held as treasury shares by Citony shall be cancelled and retired at the Effective Date and Time, and no consideration shall be delivered or paid in exchange therefor.

4. Effective Date of the Merger


The Merger shall become effective immediately upon the date and time of filing of Articles of Merger with the Secretary of State (the "Effective Date and Time").

CITONY DEVELOPMENT CORPORATION
CERTIFIED CORPORATE RESOLUTION
APPROVING AGREEMENT OF MERGER

A meeting of all of the stockholders and directors of Citony Development Corporation, a Florida corporation, was duly held after proper and adequate notice and all of the shareholders and directors appearing and voting concerning the recommendation of the officers and board of directors of Citony Development Corporation to approve a Merger Agreement, that Citony Development Corporation, a wholly owned subsidiary of The Deltona Corporation, be merged into The Deltona Corporation and all of the shareholders and directors of Citony Development Corporation at a duly held and noticed meeting having voted to approve the merger and authorizing the president of Citony Development Corporation and other officers to do all those things necessary and to execute all documents to consummate the foregoing merger.

RESOLVED that the president and other officers of Citony Development Corporation by resolution passed on April 3, 2006 by all of the stockholders and directors have authorized that the president and/or other officers of Citony Development Corporation be authorized to execute all documents and to do all those things necessary to complete the merger of Citony Development Corporation, a wholly owned subsidiary of The Deltona Corporation, into and with The Deltona Corporation, a Delaware corporation.

CERTIFIED and DATED this 3rd day of April, 2006



Sharon Hummerhielm, Assistant Secretary of
Citony Development Corporation

SEAL