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May 1, 2006

**Sent Via Federal Express**

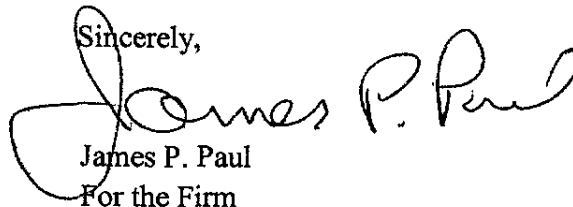
Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: The Deltona Corporation/Swan Development Corporation

Dear Sir/Madam:

Enclosed are the Articles of Merger of Swan Development Corporation, a Florida corporation, merging into The Deltona Corporation, a Delaware corporation, accompanied by the attached Plan of Merger and Certified Corporate Resolution of Swan Development Corporation. The filing fees of Swan 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

2006 MAY -9 PM 3:09

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

**ARTICLES OF MERGER**

**OF**

**SWAN DEVELOPMENT CORP.**  
(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"), Swan Development Corporation, a Florida corporation, and The Deltona Corporation, a Delaware corporation, adopt the following Articles of Merger for the purpose of merging Swan Development Corp., 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)
Swan Development Corp.	Florida	K45588

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 25, 2006.

SIXTH: The Plan of Merger was adopted by the board of directors and the sole shareholder of the merging corporation(s) on April 25, 2006.

**SEVENTH: SIGNATURES OF EACH CORPORATION**

SWAN DEVELOPMENT CORP., a Florida corporation

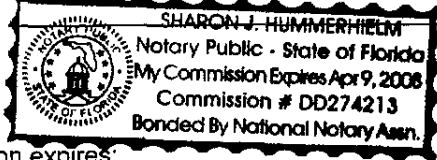
By: Antony Gram, President

STATE OF FLORIDA )

)SS:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged, sworn and attested before me this 25th day of April, 2006, by Antony Gram, as the President of Swan Development Corp., who is personally known to me or who has produced SHARON L. HUMMEL as identification.



~~NOTARY PUBLIC~~

My commission expires:

THE DELTONA CORPORATION, a Delaware corporation

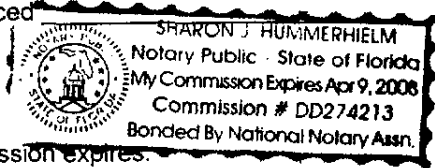
By: Antony Gram, President

STATE OF FLORIDA )

}SS:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged, sworn and attested before me this 25th day of April, 2006, by Antony Gram, as the President of The Deltona Corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.



~~NOTARY PUBLIC~~

My commission expires: \_\_\_\_\_

The undersigned Secretary of Swan Development Corp. certifies that the foregoing were all duly approved by all of the shareholders and directors of Swan Development Corp.

~~Rudy Gram, Secretary of Swan Development Corp.~~  
[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.

Sharon Hummerhielm, Secretary of The Deltona Corporation  
[SEAL]

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

**PLAN OF MERGER**  
**OF**  
**SWAN DEVELOPMENT CORP.**  
(a Florida corporation)  
**INTO**  
**THE DELTONA CORPORATION**  
(a Delaware corporation)

**1. Names of Merging Corporations**

Swan Development Corp., a Florida corporation ("Swan"), 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 Swan shall cease, Deltona, which owns 100% of the shares of Swan, 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. (Swan 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 Swan shall be merged with and into Deltona; and Deltona, as the Surviving Corporation, shall be fully vested therewith. The separate existence of Swan 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 Swan 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 Swan and Deltona; and the title to any and all real estate contracts, or interest therein, whether by deed or otherwise, vested in Swan and Deltona, shall not revert or be in any way impaired by reason of the Merger and all rights, assets and receivables of Swan and Deltona shall be the property of the Surviving Corporation.

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

The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of Swan and Deltona; and any claim existing, or action or proceeding pending by or against Swan 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 Swan or Deltona shall be impaired by the Merger; and all debts, liabilities and duties of Swan 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 Swan and Deltona is that without enumerating the individual assets and liabilities of Swan and Deltona that the Surviving Corporation shall be vested with all of the assets and liabilities of Swan 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 Swan 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 Swan 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 Swan Stock held as treasury shares by Swan 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").

**SWAN DEVELOPMENT CORP.**  
**CERTIFIED CORPORATE RESOLUTION**  
**APPROVING AGREEMENT OF MERGER**

A meeting of all of the stockholders and directors of Swan Development Corp., 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 Swan Development Corp. to approve a Merger Agreement, that Swan Development Corp., a wholly owned subsidiary of The Deltona Corporation, be merged into The Deltona Corporation and all of the shareholders and directors of Swan Development Corp. at a duly held and noticed meeting having voted to approve the merger and authorizing the president of Swan Development Corp. 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 Swan Development Corp. by resolution passed on April 25, 2006 by all of the stockholders and directors have authorized that the president and/or other officers of Swan Development Corp. be authorized to execute all documents and to do all those things necessary to complete the merger of Swan Development Corp., a wholly owned subsidiary of The Deltona Corporation, into and with The Deltona Corporation, a Delaware corporation.

CERTIFIED and DATED this 25rd day of April, 2006.



Rudy Gram, Secretary of Swan Development Corp.

SEAL