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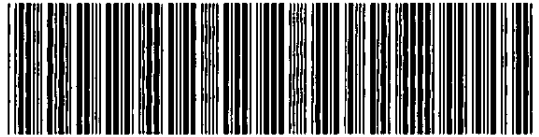
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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LAW OFFICES  
JAMES P. PAUL P.A.

950 S. PINE ISLAND ROAD  
SUITE A-150  
PLANTATION, FLORIDA 33324

FEDERAL EXPRESS

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May 4, 2008

**Sent Via Federal Express**

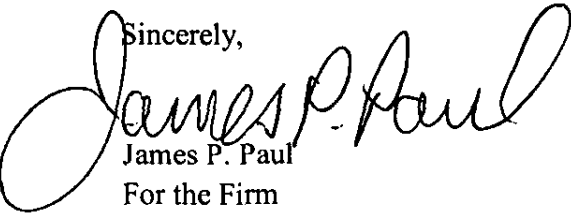
Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: The Deltona Corporation (Delaware Corp)/Deltona Land & Investment Corp (Florida Corp) Merger

Dear Sir/Madam:

Enclosed are the Articles of Merger of Deltona Land & Investment Corp., a Florida corporation, merging into The Deltona Corporation, a Delaware corporation, accompanied by the attached Plan of Merger. The filing fees of Deltona Land & Investment Corp (\$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 (5) certified copies included for \$43.75 for a total \$113.75 enclosed. Please deliver the Certified copies to the undersigned at address indicated above. If additional fees, we can provide credit card over the phone if necessary.

Sincerely,



James P. Paul  
For the Firm

JPP/kr  
cc Sharon Hummerhielm  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 12, 2009

JAMES P. PAUL  
950 S. PINE ISLAND ROAD  
SUITE A-150  
PLANTATION, FL 33324

SUBJECT: THE DELTONA CORPORATION  
Ref. Number: 817237

We have received your document for THE DELTONA CORPORATION and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please refer to the enclosed printouts for each corporation. The document numbers you make reference to conflicts with our information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Regulatory Specialist II

Letter Number: 109A00016097

**ARTICLES OF MERGER**  
**OF**  
**DELTONA LAND & INVESTMENT CORP.**  
(a Florida corporation)  
**AND**  
**THE DELTONA CORPORATION**  
(a Delaware corporation)

FILED  
09 MAY 27 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), Deltona Land & Investment Corp., a Florida corporation, and The Deltona Corporation, a Delaware corporation, adopt the following Articles of Merger for the purpose of merging Deltona Land & Investment 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)
Deltona Land & Investment Corp.	Florida	457992

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 March 16, 2009.

SIXTH: The Plan of Merger was adopted by the board of directors and the sole shareholder of the merging corporation(s) on March 16, 2009.

SEVENTH: **SIGNATURES OF EACH CORPORATION**

DELTONA LAND & INVESTMENT CORP.,  
a Florida corporation

By: \_\_\_\_\_

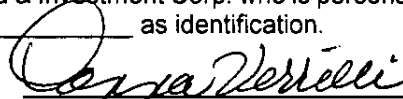
Antony Gram, President

STATE OF FLORIDA )

)ss:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged, sworn and attested before me this 16th day of March, 2009, by Antony Gram, as the President of Deltona Land & Investment Corp. who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC



THE DELTONA CORPORATION, a Delaware corporation

By: \_\_\_\_\_

Antony Gram, President

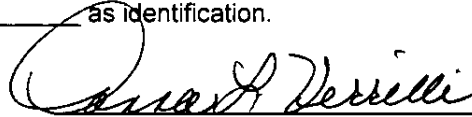
STATE OF FLORIDA )

)ss:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged, sworn and attested before me this 16th day of March, 2009, 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 Deltona Land & Investment Corp. certifies that the foregoing were all duly approved by the sole shareholder and directors of Deltona Land & Investment Corp.

  
Beth Fisher, Secretary of  
Deltona Land & Investment Corp.  
[SEAL]

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

  
Sharon Hummerhielm, Secretary of  
The Deltona Corporation

[SEAL]

**PLAN OF MERGER**  
**OF**  
**DELTONA LAND & INVESTMENT CORP.**  
(a Florida corporation)  
**INTO**  
**THE DELTONA CORPORATION**  
(a Delaware corporation)

**1. Names of Merging Corporations**

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

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