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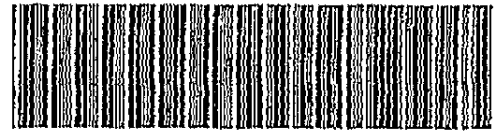
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06 JAN 18 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
1

FILED

LAW OFFICES  
**HORWICH & EATON, P.A.**  
SUITE 202, WACHOVIA BANK BUILDING  
1541 SUNSET DRIVE  
CORAL GABLES, FLORIDA 33143

MITCHELL A. HORWICH  
JENNIFER M. EATON

TELEPHONE (305) 666-5299  
FAX (305) 284-8111

RICHARD J. HORWICH, Of Counsel  
FRANCINE HORWICH, Of Counsel

VIA: FEDERAL EXPRESS

January 17, 2006

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

Re: Merger of Three Florida Limited Liability Limited  
Partnerships Into A Nevada Corporation

Dear Sir/Madam:

We enclose for immediate filing original Articles and Plan of Merger for the Merger of Azalea Plaza, Ltd. LLLP, Airliner Hotels, Ltd. LLLP and Townhouse Apartments, Ltd. LLLP into Bermuda Company, a Nevada corporation (already authorized to do business in Florida), together with check of Bermuda Company to the Florida Department of State in the sum of \$280.00 to cover the following fees (as quoted to us earlier by your office by telephone):

1. Filing Merger document for three Partnerships at \$52.50 each	\$157.50
2. Filing Merger document for one corporation	35.00
3. Ten certified copies at \$8.75 each	<u>87.50</u>
Total	\$280.00

The certified copy fee is based on the corporation being the surviving entity.

The document is fastened with a binder clip, rather than stapled, to facilitate your processing it.

ARTICLES AND PLAN OF MERGER

Three Florida Partnerships into Nevada Corporation

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06 JAN 18 PM 4:21

AZALEA PLAZA, LTD. LLLP, AIRLINER HOTELS, LTD. LLLP and TOWNHOUSE APARTMENTS, LTD. LLLP into BERMUDA COMPANY  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles and Plan of Merger, dated January 13, 2006, are entered into by Azalea Plaza, Ltd. LLLP, Airliner Hotels, Ltd. LLLP and Townhouse Apartments, Ltd. LLLP, three Florida Limited Liability Limited Partnerships (hereafter sometimes referred to as the "Florida Partnerships") and Bermuda Company, a Nevada corporation (hereafter sometimes referred to as "Bermuda").

RECITALS

- A. Bermuda Company is a corporation organized, existing and in good standing under the laws of the State of Nevada.
- B. Bermuda is the owner of a 98.9479% limited partnership interest in Airliner Hotels, Ltd. LLLP and a 99% limited partnership interest in each of the other two Florida Partnerships.
- C. The other 1% partnership interest in Azalea Plaza, Ltd. LLLP is owned by its sole general partner, Cape Fear Company, a Nevada corporation.
- D. The other 1.0521% partnership interest in Airliner Hotels, Ltd. LLLP is owned by its sole general partner, Big Flag Company, a Nevada corporation.
- E. The other 1% partnership interest in Townhouse Apartments, Ltd. LLLP is owned by its sole general partner, Chateau Elizabeth, Inc., a Nevada corporation.
- F. The sole voting stockholder and the Board of Directors of Bermuda have adopted unanimously the following plan for the merger of the three Florida partnerships into Bermuda:

PLAN OF MERGER

1. Bermuda shall forthwith acquire the entire general partnership interest in each of the three Florida Partnerships from the present owner of said general partnership interest, so that there shall be no outstanding interest not owned by Bermuda, the surviving entity.
2. Thereupon, these Articles and Plan of Merger shall be filed with the Florida Department of State and the Secretary of State of Nevada in accordance with the laws of the respective jurisdictions authorizing the merger of Florida partnerships into Nevada corporations, to be effective in both jurisdictions on January 31, 2006.

3. Then, pursuant to Section 620.204, Florida Statutes, and the applicable laws of the State of Nevada, the title to all real estate and other property, or any interest therein, owned by each of the three Florida Partnerships shall vest in Bermuda Company, which shall be the surviving entity.

4. A certified copy of these Articles and Plan of Merger shall be recorded in any county in which any of the three Florida Partnerships holds an interest in real property.

#### FURTHER ARTICLES OF PARTNERSHIP

5. Both of the only two partners of each of the Florida Partnerships, by their signatures below, waive any and all notice of any meeting or action with respect to the approval of the foregoing Plan and signify their approval of the Plan.

6. As recited above, the Plan has been duly approved by Bermuda in accordance with the applicable laws of the State of Nevada. As evidence thereof, there is attached hereto and incorporated herein by reference as though set out in full at this point the Articles of Merger being filed with the Nevada Secretary of State (which filing will include pursuant to item 6 thereof a copy of these Articles and Plan of Merger other than a duplication of the Nevada form.) The address of the principal office of Bermuda in the State of Nevada is as follows:

Suite 416, U. S. Bank Building  
One East Liberty Street, Reno, Nevada 89501.

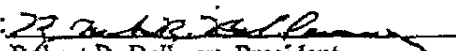
7. There is no dissenting partner in any of the three Florida Partnerships. If any such dissenting partner should be forthcoming, Bermuda Company shall be deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting partners of each Florida Partnership that is a party to the merger, and Bermuda Company has agreed to promptly pay to the dissenting partners of each Florida Partnership that is a party to the merger the amount, if any, to which they are entitled under Section 620.205, Florida Statutes.

8. Pursuant to Section 620.203, Florida Statutes, these Articles and Plan of Merger shall, upon filing with the Florida Secretary of State, act as a Certificate of Cancellation for each of the Florida Partnerships that is a party to the merger and each such Partnership Certificate of Limited Partnership shall be cancelled as of January 31, 2006.

AZALEA PLAZA, LTD. LLLP, by its  
sole general partner, Cape Fear  
Company, a Nevada corporation

TOWNHOUSE APARTMENTS, LTD.  
LLLP, by its sole general partner, Chateau  
Elizabeth, Inc., a Nevada corporation

BY:   
Robert R. Bellamy, President

BY:   
Robert R. Bellamy, President

AIRLINER HOTELS, LTD. LLLP, by  
its sole general partner, Big Flag  
Company, a Nevada corporation

BERMUDA COMPANY, a Nevada  
corporation

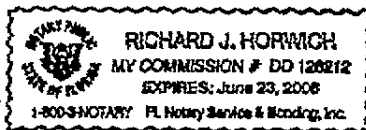
BY: Robert R. Bellamy  
Robert R. Bellamy, President

BY: Robert R. Bellamy  
Robert R. Bellamy, President

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13 day of January,  
2006 by ROBERT R. BELLAMY as President of Cape Fear Company as sole general  
partner of Azalea Plaza, Ltd. LLLP, a Florida limited liability limited partnership, who  
☒ is personally known to me or \_\_\_\_\_ who has produced as identification a  
\_\_\_\_\_ issued by \_\_\_\_\_

My Commission Expires:

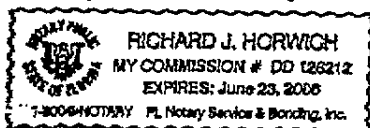


Richard J. Horwich  
NOTARY PUBLIC, State of Florida at Large

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13 day of January,  
2006 by ROBERT R. BELLAMY as President of Big Flag Company as sole general  
partner of Airliner Hotels, Ltd. LLLP, a Florida limited liability limited partnership, who  
☒ is personally known to me or \_\_\_\_\_ who has produced as identification a  
\_\_\_\_\_ issued by \_\_\_\_\_

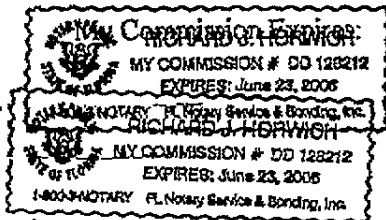
My Commission Expires:



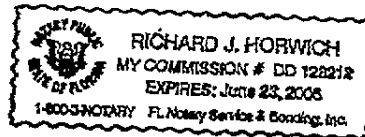
Richard J. Horwich  
NOTARY PUBLIC, State of Florida at Large

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13 day of January, 2006 by ROBERT R. BELLAMY as President of Chateau Elizabeth, Inc. as sole general partner of Townhouse Apartments, Ltd. LLLP, a Florida limited liability limited partnership, who ☒ is personally known to me or \_\_\_\_\_ who has produced as identification a \_\_\_\_\_ issued by \_\_\_\_\_



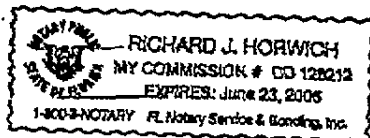
*Richard J. Horwich*  
NOTARY PUBLIC, State of Florida at Large



STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13 day of January, 2006 by ROBERT R. BELLAMY as President of Bermuda Company, a Nevada corporation, who ☒ is personally known to me or \_\_\_\_\_ who has produced as identification a \_\_\_\_\_ issued by \_\_\_\_\_

My Commission Expires:



*Richard J. Horwich*  
NOTARY PUBLIC, State of Florida at Large

c/bellamy/document/articlesandplanofmerger

FILED  
06 JAN 18 PM 4:21  
SECRETARY, STATE  
TALLAHASSEE, FLORIDA



DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5708  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 1**

ABOVE SPACE IS FOR OFFICE USE ONLY

**(Pursuant to Nevada Revised Statutes Chapter 92A)  
 (excluding 92A.200(4b))**

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

AZALEA PLAZA, LTD. LLLP

Name of merging entity

Florida

Jurisdiction

Limited Partnership

Entity type \*

AIRLINER HOTELS, LTD. LLLP

Name of merging entity

Florida

Jurisdiction

Limited Partnership

Entity type \*

TOWNHOUSE APARTMENTS, LTD. LLLP

Name of merging entity

Florida

Jurisdiction

Limited Partnership

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

BERMUDA COMPANY

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.



DEAN HELLER  
Secretary of State  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 2**

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: N/A

c/o: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

- 3) (Choose one)

☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

- 4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from:

\_\_\_\_\_  
Name of merging entity, if applicable

\_\_\_\_\_  
Name of merging entity, if applicable

\_\_\_\_\_  
Name of merging entity, if applicable

\_\_\_\_\_  
Name of merging entity, if applicable

and, or:

\_\_\_\_\_  
Name of surviving entity, if applicable

Filing Fee \$350.00

This form must be accompanied by appropriate fees.





DEAN HELLER  
Secretary of State  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 3**

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(b) The plan was approved by the required consent of the owners of \*:

AZALEA PLAZA, LTD. LLLP

Name of *merging* entity, if applicable

AIRLINER HOTELS, LTD. LLLP

Name of *merging* entity, if applicable

TOWNHOUSE APARTMENTS, LTD. LLLP

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

and, or,

BERMUDA COMPANY

Name of *surviving* entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 4**

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

\_\_\_\_\_  
Name of merging entity, if applicable

\_\_\_\_\_  
Name of merging entity, if applicable

\_\_\_\_\_  
Name of merging entity, if applicable

\_\_\_\_\_  
Name of merging entity, if applicable

and, or;

\_\_\_\_\_  
Name of surviving entity, if applicable



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Secretary of State  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 5**

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- 5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

N/A

- 6) Location of Plan of Merger (check a or b):

☒ (a) The entire plan of merger is attached;

or,

☐ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

- 7) Effective date (optional)\*\*: January 31, 2006

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).



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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 6**

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- 8) Signatures – Must be signed by: An officer of each corporation whether or not for profit; all general partners of each limited partnership or limited-liability limited partnership; a manager of each a limited-liability company with managers or by one member if without managers; a trustee of a business trust; a managing partner of a limited-liability partnership; by one partner of a general partnership.\* (if there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

AZALEA PLAZA, LTD. LLLP

Name of merging entity President of Cape Fear Company (Nev.),  
Sole General Partner

Robert R. Bellamy 1/13/06  
Signature Robert R. Bellamy Title Date

AIRLINER HOTELS, LTD. LLLP

Name of merging entity President of Big Flag Company (Nev.),  
Sole General Partner

Robert R. Bellamy 1/13/06  
Signature Robert R. Bellamy Title Date

TOWNHOUSE APARTMENTS, LTD. LLLP

Name of merging entity President of Chateau Elizabeth, Inc. (Nev.),  
Sole General Partner

Robert R. Bellamy 1/13/06  
Signature Robert R. Bellamy Title Date

Name of merging entity

Signature

Title

Date

BERMUDA COMPANY

Name of surviving entity

Robert R. Bellamy President 1/13/06  
Signature Robert R. Bellamy Title Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed. **IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.