

915388

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July 30, 1998

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

98 AUG 11 AM 11:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Intellectual Property:
Patents, Trademarks & Copyrights
Securities Arbitration
& Litigation
Antitrust & Trade Regulation
Business Litigation

900002608959--0
-08/06/98--01020--002
****500.00 ****100.00

Re: Change in Ownership of Florida Trademark Registrations
✓ No. 915388 **PELICAN BAY NAPLES FLORIDA and Design**
No. T12817 **PELICAN LANDING and Design**
No. T15607 **PELICAN MARSH Stylized**
No. T93000000720 **PELICAN MARSH and Design**
Our File No: 18782 AKD

N/C filed previously

The Honorable Secretary of State:

I am enclosing copies of the documents filed with the Division of Corporations to change the name of the owner of the above noted registrations as follows: ✓

1. Change of name Westinghouse Communities of Naples, Inc. to WCN Communities, Inc. ✓
2. Merger of WCN Communities, Inc. into WLDD, Inc. ✓
3. Merger of WLDD, Inc. into WCI Communities Limited Partnership ✓

Please record the change ow ownership for the four above noted Florida trademark registrations in the trademark records. ✓

Name	I am also enclosing our firm's check in the amount of \$600.00 for the filing fees for each
Availability	change ownership for each trademark registration.
Document	
Examiner	KB/mt
Updater	Uelt
Under	Uelt
Verifier	Uelt
Acknowledgment	Uelt
P. Verifier	Uelt

TM
Owning
Uelt 8/10

FILING 50.00
C. COPY
R. AGENT
TOTAL 100.00
BALANCE DUE \$
REFUND \$ 50.00

Florida Secretary of State

July 30, 1998

Page 2

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



Ava K. Doppelt

AKD/bhd

Enclosure

State of Florida



Department of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -5 AM 8:48

FILED

I certify the attached is a true and correct copy of the Articles of Merger, filed on July 21, 1995, as shown by the records of this office.

The document number of the surviving corporation is F95000003334.

1967150 OR: 2090 PG: 2105

RECORDED in OFFICIAL RECORDS of COLLIER COUNTY, FL
08/17/95 at 02:53PM DWIGHT E. BROCK, CLERK

REC FEE 46.00
COPIES 10.00

Retn:
WCH COMMUNITIES INC
801 LAUREL OAK DR #500
NAPLES FL 33963

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirty-first day of July, 1995



CR2E022 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

Florida Filing Transaction B.6

ARTICLES OF MERGER

of
WCN Communities, Inc., a Florida corporation
into
WLDD, Inc., a Delaware corporation

FILED
95 JUL 21 11:11 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging WCN Communities, Inc., a Florida corporation ("Subsidiary"), into WLDD, Inc. ("Parent Corporation") as the surviving corporation.

1. A Plan of Merger was approved by the Board of Directors of the Parent Corporation, as the surviving corporation in the manner prescribed by the Florida Business Corporation Act, which Plan of Merger is attached hereto as Exhibit A and made a part hereof.

2. No shareholder approval is required since the Parent Corporation (the surviving corporation) is the owner of all the outstanding common stock of the Subsidiary.

3. The Plan of Merger was adopted by unanimous consent as of July 12th, 1995, by the Board of Directors of Parent Corporation.

4. The merger of Subsidiary with and into Parent Corporation is permitted by the laws of the jurisdiction of organization of Parent Corporation and has been authorized in compliance with such laws.

5. The effective date of the merger is July 21st, 1995, at 11:34 AM

DATED: July 12th 1995.

WCN Communities, Inc.

By: David A. Brakoniecki
David A. Brakoniecki
Vice President

Attest: Vicki L. Hixenbaugh
Vicki L. Hixenbaugh
Assistant Secretary

WLDD, Inc.

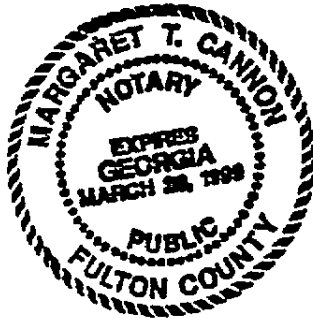
By: David A. Brakoniecki
David A. Brakoniecki
Vice President

Attest: Vicki L. Hixenbaugh
Vicki L. Hixenbaugh
Assistant Secretary

STATE OF GEORGIA)
COUNTY OF FULTON) ss.

BEFORE ME, a Notary Public in and for said County, personally appeared, David A. Brakoniecki and Vicki L. Hixenbaugh, the Vice President and Assistant Secretary, respectively, of WCN Communities, Inc., a Florida corporation, who acknowledged that they did sign the foregoing instrument on behalf of said corporation and that the same is their free act and deed of them on behalf of said corporation. They are personally known to me.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Atlanta, Georgia, this 12th day of July, 1995.



Margaret T. Cannon
Notary Public

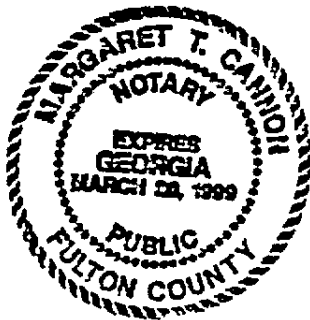
Print name: Margaret T. Cannon

My commission expires: 3/28/98

STATE OF GEORGIA)
COUNTY OF FULTON) SS.

BEFORE ME, a Notary Public in and for said County, personally appeared, David A. Brakoniecki and Vicki L. Hixenbaugh, the Vice President and Assistant Secretary, respectively, of WLDD, Inc., a Delaware corporation, who acknowledged that they did sign the foregoing instrument on behalf of said corporation and that the same is their free act and deed of them on behalf of said corporation. They are personally known to me.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Atlanta, Georgia, this 12th day of July, 1995.



Margaret T. Cannon
Notary Public

Print name: Margaret T. Cannon

My commission expires: 3/22/99

EXHIBIT A

PLAN OF MERGER as of the date hereof,
between WLDD, Inc., a Delaware
corporation ("Parent"), and WCN
Communities, Inc., a Florida
corporation ("Subsidiary").

WHEREAS, it is in the best interest of Subsidiary, a wholly-owned subsidiary of Parent, to be merged with and into Parent;

WHEREAS, in connection with the Agreement and Plan of Merger, the prior mergers necessary to the consummation of this merger have been duly authorized and consummated;

1. As of the date hereof, Parent owned all of the outstanding stock (10,000 shares of common stock, par value of \$1.00 per share) of Subsidiary; therefore, no vote of the shareholders is required and there are no dissenting shareholders entitled to dissenter's rights.

2. As of the close of business on July 21st 1995, the Subsidiary shall be merged into the Parent, ("the Merger") in accordance with Florida Statutes § 607.1104. As the sole shareholder, Parent waives the requirement that it receive a summary of the plan of merger at least 30 days before the effective date.

3. Parent shall be the surviving corporation of the Merger, and no change shall be effected by the Merger in the Articles of Incorporation, By-Laws, Board of Directors or officers of Parent.

4. As a result of the Merger, all the assets of the Subsidiary shall be transferred and distributed to Parent, and Parent shall assume all of the liabilities of the Subsidiary. Each share of the outstanding capital stock of Parent then outstanding shall continue to be outstanding; all shares of capital stock of the Subsidiary shall be cancelled, and no shares or other securities or obligations or cash of Parent shall be issued therefor.

DATED: July 19th, 1995 .

WCN Communities, Inc.

By:

David A. Brakoniecki

David A. Brakoniecki
Vice President

WLDD, Inc.

By:

David A. Brakoniecki

David A. Brakoniecki
Vice President

Attest:

Vicki L. Hixenbaugh
Vicki L. Hixenbaugh
Assistant Secretary

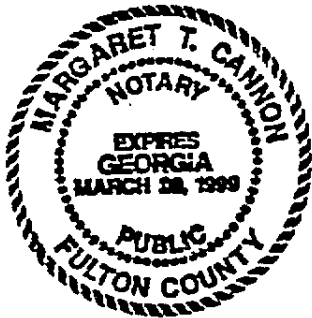
Attest:

Vicki L. Hixenbaugh
Vicki L. Hixenbaugh
Assistant Secretary

STATE OF GEORGIA)
) SS.
 COUNTY OF FULTON)

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Margaret T. Cannon
 Notary Public

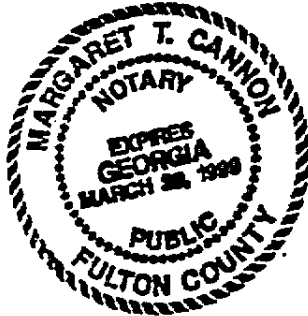
Print name: Margaret T. Cannon

My commission expires: 3/28/99

STATE OF GEORGIA)
COUNTY OF FULTON) SS.

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Margaret T. Cannon
Notary Public

Print name: Margaret T. Cannon

My commission expires: 3/20/99