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CORPORATION SERVICE COMPANY

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ORDER DATE : May 5, 2004

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ORDER NO. : 617235-005

CUSTOMER NO: 7132347

CUSTOMER: Ms. Helene R. Harris  
Europco Management Company Of  
4540 Highway 20 East

Niceville, FL 32578

ARTICLES OF MERGER

CAYO GRANDE NAVARRE, LLC

INTO

CAYO GRANDE NAVARRE  
DEVELOPMENTS, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) \_ CERTIFIED COPIES

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FILED  
04 MAY -5 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Cayo Grande Navarre, LLC 819 Pinedale Road Ft Walton Beach, FL 32547	Florida	L.L.C.
Florida Document/Registration Number: L01000016808		FEI Number: 59-3748463
2. Cayo Grande Navarre Developments, LTD 819 Pinedale Road Ft Walton Beach, FL 32547	Florida	Ltd. Partnership
Florida Document/Registration Number: A01000001510		FEI Number: 59-3756562
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cayo Grande Navarre Developments, LTD	Florida	Ltd. Partnership
819 Pinedale Road		
Ft. Walton Beach, FL 32547		

Florida Document/Registration Number: A01000001510      FEI Number: 59-3756562

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

N/A

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures.)*

[illegible]

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cayo Grande Navarre, LLC	Florida
Cayo Grande Navarre Developments, Ltd.	Florida

**SECOND:** The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cayo Grande Navarre Developments, Ltd.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

All of the assets of Cayo Grande Navarre, LLC shall be transferred by operation of law to Cayo Grande Developments, Ltd., and all liabilities of the merged LLC shall become liabilities of the surviving Ltd.

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The owner of the membership interest in the merged LLC shall be entitled to receive capital interest in the surviving LTD based on the net book value of the assets of the LLC less the LLC's liabilities.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

**Name(s) and Address(es) of General Partner(s)**

Southern Ventures of Okaloosa County, Inc.  
819 Pinedale Road  
Ft Walton Beach, FL 32547

If General Partner is a Non-Individual,

**Florida Document/Registration Number**

P95000086154

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

None.

*(Attach additional sheet(s) if necessary)*