

A020000000879

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000200810 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 764-4996

FILED
02 SEP 20 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

02 SEP 20 AM 7:37

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

PELICAN BEACH HOTEL, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	396.25

140.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

OCEAN SIDE PROPERTIES & DEVELOPMENT, INC. A FLORIDA ENTITY

INTO

PELICAN BEACH HOTEL, LTD., a Florida entity, A02000000879

File date: September 20, 2002

Corporate Specialist: Agnes Lunt

FILED
02 SEP 20 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
OCEANSIDE PROPERTIES & DEVELOPMENT, INC.
INTO
PELICAN BEACH HOTEL, LTD.**

The following Articles of Merger are being submitted in accordance with Sections 620.203 and 607.1109, Florida Statutes.

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

1. Oceanside Properties & Development, Inc., a Florida corporation
2000 N. Atlantic Blvd., Ft. Lauderdale, Florida 33305-0727
Florida Document/Registration Number: L35981
FEIN: 65-0164646
2. Pelican Beach Hotel, Ltd., a Florida limited partnership
2000 N. Atlantic Blvd., Ft. Lauderdale, Florida 33305-0727
Florida Document/Registration Number: A02000000879
FEIN: Applied For

FILED
02 SEP 20 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: Pelican Beach Hotel, Ltd., a Florida limited partnership located at 2000 N. Atlantic Blvd., Ft. Lauderdale, Florida 34236 shall be the surviving party.

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 620.201, Florida Statutes, and was approved by each domestic corporation and domestic limited partnership that is a party to the merger in accordance with Chapters 607 and 620, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the certificate of limited partnership, partnership agreement, articles of incorporation, or bylaws of either party to the merger.

FIFTH: The merger shall become effective upon filing these Articles of Merger with the Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SEVENTH: The Surviving Partnership has obtained the written consent of Grand Pelican Beach, Inc., to serve as the new general partner of the Surviving Partnership pursuant to Section 620.202(2), Florida Statutes.

H02000200810

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 19th day of September, 2002.

OCEANSIDE PROPERTIES & DEVELOPMENT, INC.

By: *[Signature]*
Stephen L. Kruse, President

PELICAN BEACH HOTEL, LTD.

By: Oceanside Properties & Development, Inc.
its general partner

By: *[Signature]*
Stephen L. Kruse, President

FILED
02 SEP 20 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H02000200810

PLAN OF MERGER

The following is the Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1108 and 620.201, Florida Statutes.

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

1. OCEANSIDE PROPERTIES & DEVELOPMENT, INC., a Florida corporation (the "Terminating Corporation").
2. PELICAN BEACH HOTEL, LTD., a Florida limited partnership (the "Surviving Partnership")

SECOND: Pelican Beach Hotel, Ltd., a Florida limited partnership shall be the surviving party

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

The Agreement of Limited Partnership of the Surviving Partnership, when the merger becomes effective, shall be the Agreement of Limited Partnership of the Surviving Partnership.

FOURTH: The manner and basis of converting the securities of each merged party into securities of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

When the merger becomes effective, all the outstanding shares of the Terminating Corporation shall be cancelled. All interests of the terminating corporation in the Surviving Partnership shall vest in Grand Pelican Beach, Inc.

FIFTH: The name and address of the new general partner of the Surviving Partnership is Grand Pelican Beach, Inc., a Florida corporation, located at 2000 N. Atlantic Blvd., Ft. Lauderdale, Florida 33305-0727, document number P02000098905.

FILED
02 SEP 20 PM 3:52
CLERK OF STATE
TALLAHASSEE, FLORIDA