

CT CORPORATION SYSTEM

A93000000839

CORPORATION(S) NAME

~~Lee Estates, Ltd. and Harco of Palm Beach Merging into: Norma~~

3) Lee Estates, Ltd. And Harco of Palm Beach, Ltd. Merging into: Norma

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with stock

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/27/01

Order#: 5014724

BK

LP- 52.50

900004741179--9
-12/27/01--01041--012
Ref#: *****105.00 *****105.00
900004741179--9
-12/28/01--01001--006
Amount: \$ *****52.50 *****52.50

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

jk

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LEE ESTATES, LTD. (A32541), A FLORIDA LIMITED PARTNERSHIP

HARCO OF PALM BEACH, LTD. (A95000001023), A FLORIDA LIMITED
PARTNERSHIP

INTO

NORMANDY ISLES, LTD., a Florida entity, A93000000839.

File date: December 27, 2001

Corporate Specialist: Buck Kohr

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.

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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. <u>Lee Estates Ltd.</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Limited Partnership</u>
Florida Document/Registration Number: <u>A32541</u>		FEI Number: <u>65-0319544</u>
2. <u>Harco of Palm Beach, Ltd.</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Limited Partnership</u>
Florida Document/Registration Number: <u>A95000001023</u>		FEI Number: <u>65-0579069</u>

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>
1. <u>Normandy Isles, Ltd.</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Limited Partnership</u>
Florida Document/Registration Number: <u>A93000000839</u>		FEI Number: <u>65-0441878</u>

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 limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The surviving entity has obtained the written consent of each shareholder or 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.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership that is a party to the merger.

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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

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EIGHTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity and Signatures

LEE ESTATES LTD.

By its General Partner

LEE ESTATES, INC.

By: 
Name: Harry Rauch
Title: *PRESIDENT*

NORMANDY ISLES, LTD.

By its General Partner

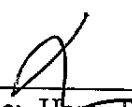
NORMANDY ISLES, INC.

By: 
Name: Harry Rauch
Title: *PRESIDENT*

HARCO OF PALM BEACH, LTD.

By its General Partner

HARCO OF PALM BEACH, INC.

By: 
Name: Harry Rauch
Title: *PRESIDENT*

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 67.1107, 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.

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

<u>Name</u>	<u>Jurisdiction</u>
Lee Estates Ltd.	Florida
Harco of Palm Beach, Ltd.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Normandy Isles, Ltd.	Florida

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

On the date the Article of Merger are filed and accepted by the Secretary of State of the State of Florida, Lee Estates Ltd. ("Lee Estates") and Harco of Palm Beach, Ltd. ("Harco") shall be merged with and into Normandy Isles, Ltd. ("Normandy"). The separate existence of Lee Estates and Harco shall thereupon cease and Normandy shall continue its existence as the surviving limited partnership (the "Surviving Partnership") under Florida law under its present name. The parties hereto shall cause Articles of Merger to be executed and filed with the Secretary of State of the State of Florida and shall take all such other and further actions as may be required to make the merger effective. The merger shall become effective as of the date and time of the filing of the Articles of Merger (the "Effective Time").

The Partnership Agreement of Normandy as in effect immediately prior to the Effective Time shall be the Partnership Agreement of the Surviving Partnership. The General Partner, the Limited Partner and the officers of the Surviving Partnership immediately after the Effective Time shall be the respective entities/individuals who were the General Partner, Limited Partner and officers of Fairway immediately prior to the Effective Time

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:

At the Effective Time, by virtue of the merger and without any further action on the part of Lee Estates, Normandy or Harco or any holder of any partnership interests in any of such partnerships, each partnership interest of Lee Estates, Normandy and Harco issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one partnership interest of the Surviving Partnership.

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

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:

If General Partner is a Non-Individual,

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

Florida Document/Registration Number

Normandy Isles, Inc.
P.O. Box 541359
Lake Worth, FL 33454

P93000054943

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

SEVENTH: All statements 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:

N/A

[Remainder of Page Intentionally Left Blank]

Name of Entity and Signatures

LEE ESTATES LTD.

By its General Partner

LEE ESTATES, INC.

By: 

Name: Harry Rauch

Title: *PRESIDENT*

NORMANDY ISLES, LTD.

By its General Partner

NORMANDY ISLES, INC.

By: 

Name: Harry Rauch

Title: *PRESIDENT*

HARCO OF PALM BEACH, LTD.

By its General Partner

HARCO OF PALM BEACH, INC.

By: 

Name: Harry Rauch

Title: *PRESIDENT*

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