

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

A97000001084

Twin Eagles Land Group I
LLC

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATE & TAX SERVICES
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name JP Date 1/31/02 Time 12:50

Walk-In _____ Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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DIVISION OF CORPORATE & TAX SERVICES
TALLAHASSEE, FLORIDA

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1-31-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

TWINEAGLES LAND GROUP I, LLC, A FLORIDA ENTITY L98000000835
TALON LAND GROUP, LTD., A FLORIDA ENTITY A98000002387

INTO

TWINEAGLES DEVELOPMENT COMPANY, LTD., a Florida entity,
A97000001084

File date: January 31, 2002

Corporate Specialist: Trevor Brumbley

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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.

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>
TwinEagles Land Group I, LLC. 3451 Bonita Bay Boulevard, Suite 202 Bonita Springs, FL 34134	Florida	Limited Liability Company
Florida Document/Registration Number: L98000000835		FEI Number:593518957
Talon Land Group, Ltd. 3451 Bonita Bay Boulevard, Suite 202 Bonita Springs, FL 34134	Florida	Limited Partnership
Florida Document/Registration Number: A98000002387		FEI Number 593538222

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>
TwinEagles Development Company, Ltd. 3451 Bonita Bay Boulevard, Suite 202 Bonita Springs, FL 34134	Florida	Limited Partnership
Florida Document/Registration Number: A97000001084		FEI Number:593449667

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: 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.

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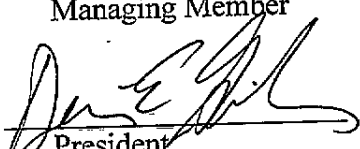
CLERK OF STATE
TALLAHASSEE, FLORIDA
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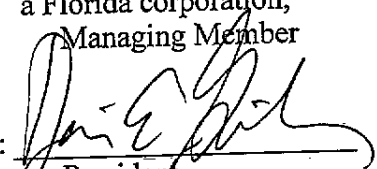
FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger will become effective as of the close of business on the date the Articles of Merger are filed with the Florida Department of State.

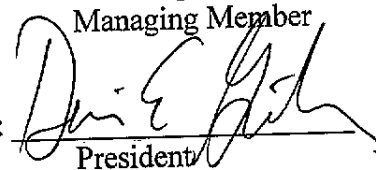
SEVENTH: SIGNATURES FOR EACH PARTY

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed Name of Individual</u>
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TwinEagles Land Group I, LLC	By: RCP/TE Management LLC, a Florida limited liability company, Manager and Member	
	By: Resource Conservation Properties, Inc., a Florida corporation, Managing Member	
	By:  President	Dennis E. Gilkey

Talon Land Group, Ltd.	By: RCP/TE Management LLC, a Florida limited liability company, General Partner	
	By: Resource Conservation Properties, Inc., a Florida corporation, Managing Member	
	By:  President	Dennis E. Gilkey

TwinEagles Development
Company, Ltd.

	By: RCP/TE Management LLC, a Florida limited liability company, General Partner	
	By: Resource Conservation Properties, Inc., a Florida corporation, Managing Member	
	By:  President	Dennis E. Gilkey

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ACTION ON PLAN OF MERGER

TwinEagles Land Group I, LLC.

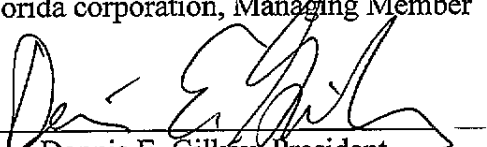
The undersigned, being the manager and all the members of TwinEagles Land Group I, LLC, a Florida limited liability company (the "Company"), hereby (1) approve the Plan of Merger annexed hereto providing for the merger into TwinEagles Development Company, Ltd, a Florida limited partnership, of the Company and Talon Land Group, Ltd., a Florida limited partnership, and (2) waive the notification required in respect of said Plan of Merger by subsection (3) of section 608.4381, Florida Statutes.

Dated: January 24, 2002

RCP/TE Management LLC,
a Florida limited liability company
By: Resource Conservation Properties, Inc.,
a Florida corporation, Managing Member

By: 
Dennis E. Gilkey, President

TwinEagles Development Company, Ltd.
a Florida limited partnership
By: RCP/TE Management LLC,
a Florida limited liability company, General Partner
By: Resource Conservation Properties, Inc.,
a Florida corporation, Managing Member

By: 
Dennis E. Gilkey, President

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ACTION ON PLAN OF MERGER

TwinEagles Development Company, Ltd.

The undersigned, being all the general and limited partners of TwinEagles Development Company, Ltd., a Florida limited partnership (the "Partnership"), hereby (1) approve the Plan of Merger annexed hereto providing for the merger into the Partnership of Talon Land Group, Ltd., a Florida limited partnership, and TwinEagles Land Group I, LLC, a Florida limited liability company, and (2) waive the notification required in respect of said Plan of Merger by subsection (3) of section 620.202, Florida Statutes. In accordance with subsection 620.202(2)(a), Florida Statutes, RCP/TE Management LLC hereby consents to continuing to be the general partner of the Partnership, the surviving entity under the Plan of Merger.

Dated: January 24, 2002

General Partner:

RCP/TE Management LLC,
a Florida limited liability company
By: Resource Conservation Properties, Inc.,
a Florida corporation, Managing Member

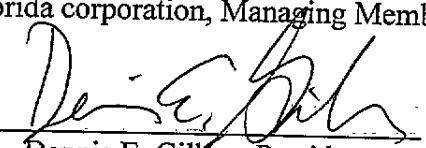
By:


Dennis E. Gilkey, President

Limited Partners:

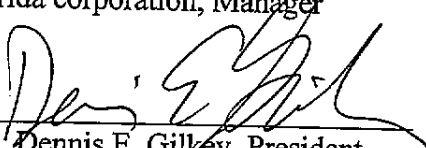
RCP/TE Investment LLC,
a Florida limited liability company
By: Resource Conservation Properties, Inc.,
a Florida corporation, Managing Member

By:


Dennis E. Gilkey, President

North Tamiami LLC,
a Florida limited liability company
By: Resource Conservation Properties, Inc.,
a Florida corporation, Manager

By:


Dennis E. Gilkey, President

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ACTION ON PLAN OF MERGER


Talon Land Group, Ltd.

The undersigned, being all the general and limited partners of Talon Land Group, Ltd., a Florida limited partnership (the "Partnership"), hereby (1) approve the Plan of Merger annexed hereto providing for the merger into TwinEagles Development Company, Ltd, a Florida limited partnership, of the Partnership and TwinEagles Land Group I, LLC, a Florida limited liability company, and (2) waive the notification required in respect of said Plan of Merger by subsection (3) of section 620.202, Florida Statutes.

Dated: January 24, 2002

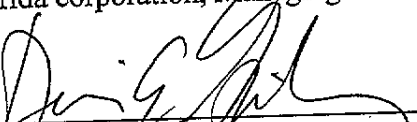
General Partner:

RCP/TE Management LLC,
a Florida limited liability company
By: Resource Conservation Properties, Inc.,
a Florida corporation, Managing Member

By: 
Dennis E. Gilkey, President

Limited Partner:

TwinEagles Development Company, Ltd.
a Florida limited partnership
By: RCP/TE Management LLC,
a Florida limited liability company, General Partner
By: Resource Conservation Properties, Inc.,
a Florida corporation, Managing Member

By: 
Dennis E. Gilkey, President

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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>
TwinEagles Land Group I, LLC L98000000835 a Florida limited liability company (the "Merging LLC")	Florida
Talon Land Group, Ltd. A98000002387 a Florida limited partnership (the "Merging LP")	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
TwinEagles Development Company, Ltd. A97000001084 a Florida limited partnership (the "Survivor")	Florida

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

Each merging party shall merge into the surviving party effective as of the close of business on the date that Articles of Merger are filed in the Office of the Secretary of State. At that time the surviving party will succeed to the business, properties and assets of each merging party, subject to its liabilities and obligations, in accordance with law. The interests in the Merging LLC of the members of the Merging LLC shall be canceled, and such members shall receive no partnership interest in or securities or property of the Survivor for their interests as members of the Merging LLC. The partnership interests in the Merging LP of the partners of the Merging LP shall be canceled, and such partners shall receive no partnership interest in or securities or property of the Survivor for their interests as partners of the Merging LP. The partnership interests in the Survivor of the partners of the Survivor shall not be changed by the merger.

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:

Prior to the merger, the Survivor owns approximately 99.5% of the equity interest in each merging party and the remainder of the equity interests in each merging party is owned by RCP/TE Management LLC, a Florida limited liability company which is the sole general partner of the Survivor and owns 0.499% of the equity interest in the Survivor. Upon

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OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

consummation of the merger the interests of the Survivor and RCP/TE Management LLC in each merged party will be canceled. The partnership interests in the Survivor held by RCP/TE Management LLC and the limited partners of the Survivor will not be changed by the merger, and by virtue of the merger the Survivor will succeed to the business, properties and assets of each merged party, subject to its liabilities and obligations.

- 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:

Not Applicable

FIFTH: The surviving party is a limited partnership, and the name and address of its sole general partner are as follows:

Name and Address of General Partner

Florida Document/Registration Number

RCP/TE Management LLC
3451 Bonita Bay Boulevard, Suite 202
Bonita Springs, FL 34134

L00000010191

SIXTH The merger shall become effective as of the close of business on the date the Articles of Merger are filed with the Department of State.

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