

Division of Corporations

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**F9400000775**

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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Account Name : CORPORATION SERVICE COMPANY  
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**MERGER OR SHARE EXCHANGE****HUNTER'S GREEN COUNTRY CLUB, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Margaret  
K. Harris

12/31/2001

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MARKBOROUGH FLORIDA REALTY INC., a Florida corporation, document  
number P94000045898

into

**HUNTER'S GREEN COUNTRY CLUB, INC.**, a Delaware entity F94000000775

File date: December 31, 2001

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER  
OF  
MARKBOROUGH FLORIDA REALTY INC.  
AND  
HUNTER'S GREEN COUNTRY CLUB, INC.

FILED  
01 DEC 31 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging MARKBOROUGH FLORIDA REALTY INC. with and into HUNTER'S GREEN COUNTRY CLUB, INC. as approved by the Board of Directors of MARKBOROUGH FLORIDA REALTY INC. on December 17, 2001 and adopted at a meeting by the Board of Directors of HUNTER'S GREEN COUNTRY CLUB, INC. on December 17, 2001.

2. The merger of MARKBOROUGH FLORIDA REALTY INC. with and into HUNTER'S GREEN COUNTRY CLUB, INC. is permitted by the laws of the jurisdiction of organization of HUNTER'S GREEN COUNTRY CLUB, INC. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of HUNTER'S GREEN COUNTRY CLUB, INC. was December 17, 2001.

3. Shareholder approval was not required for the merger.

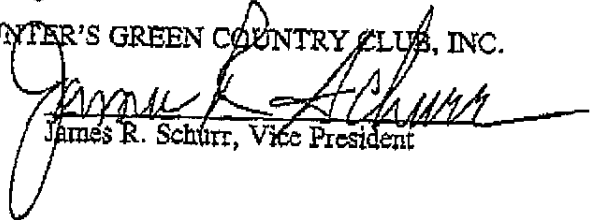
4. The effective time and date of the merger herein provided for in the State of Florida shall be December 31, 2001.

Executed on December 17, 2001.

MARKBOROUGH FLORIDA REALTY INC.

By:   
James R. Schurr, Vice President

HUNTER'S GREEN COUNTRY CLUB, INC.

By:   
James R. Schurr, Vice President

## PLAN OF MERGER

"1. HUNTER'S GREEN COUNTRY CLUB, INC., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of MARKBOROUGH FLORIDA REALTY INC., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges MARKBOROUGH FLORIDA REALTY INC. into HUNTER'S GREEN COUNTRY CLUB, INC. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of HUNTER'S GREEN COUNTRY CLUB, INC.

"2. The separate existence of MARKBOROUGH FLORIDA REALTY INC. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and HUNTER'S GREEN COUNTRY CLUB, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of MARKBOROUGH FLORIDA REALTY INC. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of HUNTER'S GREEN COUNTRY CLUB, INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."