

APR. 27. 2005 10:20AM

HILL WARD HENDERSON

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MERGER OR SHARE EXCHANGE

1995 LOYAL MONT, INC.

Certificate of Status	1
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**ARTICLES OF MERGER
OF
1986-1987 OAKMONT PROPERTIES ASSOCIATES, LLC
INTO
1995 LOYAL MONT, INC.**

Pursuant to the provisions of Section 608.4382, Florida Statutes, 1986-1987 Oakmont Properties Associates, LLC, a Florida limited liability company ("Oakmont") and 1985 Loyal Mont, Inc., a Delaware corporation ("Loyal Mont"), adopt the following Articles of Merger for the purpose of merging Oakmont into Loyal Mont (the "Merger").

FIRST: The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 608.438, Florida Statutes, is as set forth in these Articles of Merger, including Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

SECOND: By virtue of the Merger and without any action on the part of Oakmont or Loyal Mont, (i) Oakmont shall be merged with and into Loyal Mont, with Loyal Mont being the surviving entity of the Merger (the "Surviving Entity") and the separate existence of Oakmont shall cease and (ii) all units of interest of Oakmont shall be automatically cancelled and retired and all rights with respect to the Oakmont units of interest shall cease to exist. The Merger shall have the effects set forth in Section 608.4383, Florida Statutes, and all property, rights, and privileges of each of Oakmont and Loyal Mont shall vest in the Surviving Entity and all debts, liabilities, and duties of each of Oakmont and Loyal Mont shall become the debts, liabilities, and duties of the Surviving Entity.

THIRD: The Plan of Merger was approved by Loyal Mont and Oakmont in accordance with applicable law.

FOURTH: The Merger is permitted under laws of the State of Florida and the State of Delaware and is not prohibited by the organizational or governing documents of Oakmont or Loyal Mont. These Articles of Merger comply and were executed in accordance with the laws of the State of Florida and State of Delaware.

FIFTH: 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 members of Oakmont.

SIXTH: The Surviving Entity agrees to pay the dissenting members of Oakmont the amount, if any, to which they are entitled under Section 608.4384, Florida Statutes.

SEVENTH: The Certificate of Incorporation of Loyal Mont as in effect immediately before the effective date of the merger shall be the Certificate of Incorporation of the Surviving Entity.

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EIGHTH: The Plan of Merger is on file at 4951 Windsor Park, Sarasota, Florida 34235, the principal place of business of the Surviving Entity. A copy of the Plan of Merger will be furnished by the Surviving Entity on request, without cost, to any stockholder of the Surviving Entity or any member of Oakmont.

IN WITNESS WHEREOF, each of Oakmont and Loyal Mont has caused these Articles of Merger to be signed in their respective limited liability company names and on their behalf by an authorized person, as of the 3rd day of May, 2004.

LOYAL MONT:

1995 LOYAL MONT, INC.,
a Delaware corporation

By: Nancy L. Close
Nancy L. Close, President

OAKMONT:

1986-1987 OAKMONT PROPERTIES
ASSOCIATES, LLC, a Florida limited
liability company

1995 LOYAL MONT, INC.,
a Delaware corporation and its sole
member

By: Nancy L. Close
Nancy L. Close, President

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Exhibit A

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of April 24, 2004, by and between 1986-1987 Oakmont Properties Associates, LLC ("Oakmont"), a Florida limited liability company, and 1995 Loyal Mont, Inc. ("Loyal Mont"), a Delaware corporation, pursuant to Title 8, Section 264 of the Delaware General Corporation Law and F.S. §608.438.

Background

Oakmont was formed as a limited partnership under the laws of the State of Florida on January 29, 1992, and thereafter was converted into a Florida limited liability company in accordance with F.S. § 608.439, pursuant to the Certificate of Conversion filed with the Secretary of State of the State of Florida on April 30, 2004. Oakmont is in good standing. Loyal Mont filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on November 22, 1995, and is in good standing.

Pursuant to this Agreement, Oakmont will merge with and into Loyal Mont and the separate existence of Oakmont will cease. Loyal Mont will survive and own all of the rights and property and be subject to all of the liabilities of Oakmont.

Operative Terms

1. Oakmont shall be and hereby is merged with and into Loyal Mont, which shall be the surviving corporation in the merger, and the separate existence of Oakmont shall thereupon cease.
2. The Certificate of Incorporation of Loyal Mont, as in effect at the Effective Time (as defined below), of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.
3. The merger shall be consummated as follows: All of the units of interest of Oakmont as of the Effective Time, which units of interest are owned and held by the sole member of Oakmont, shall be automatically cancelled and retired and all rights with respect to the Oakmont units of interest shall cease to exist.
4. In accordance with the Delaware General Corporation Law, all property, rights, and privileges of Oakmont shall vest in Loyal Mont, as the surviving corporation, and all debts, liabilities, and duties of Oakmont shall become the debts, liabilities, and duties of Loyal Mont, as the surviving corporation.

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5. This merger shall become effective upon filing with the Secretary of State of Delaware (the "Effective Time").

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective member, shareholders and Board of Directors, have caused these presents to be executed by an authorized representative of each party hereto.

1995 LOYAL MONT, INC.,
a Delaware corporation

By: Nancy L. Close
Nancy L. Close, President

1986-1987 OAKMONT PROPERTIES ASSOCIATES, LLC., a Florida limited liability company

1995 LOYAL MONT, INC.,
its sole member

By: Nancy L. Close
Nancy L. Close, President

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UNITED STATES DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D. C. 20535

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