

F99000004717



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 393409 169624A

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : September 30, 1999

ORDER TIME : 1:53 PM

ORDER NO. : 393409-005

CUSTOMER NO: 169624A

300003003253--3

CUSTOMER: Mr. William O'Neill  
Buckingham Doolittle &  
5551 Ridgewood Drive  
Suite 201  
Naples, FL 33963

ARTICLES OF MERGER

BLUEBILL VACATION PROPERTIES,  
INC.

INTO

BVP MERGER CO.

RECEIVED

99 OCT -1 PM 2:25

STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
99 OCT -1 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: \_\_\_\_\_

*merger*

S. PAYNE OCT 7 1999

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

BLUEBILL VACATION PROPERTIES, INC., a FL corp., P94000042601

SOUTHWEST CLEANING & SERVICE CO., a FL corp., H15361

into

**BVP MERGER CO. which changed its name to BLUEBILL VACATION  
PROPERTIES, INC., a Delaware entity F99000004717**

File date: October 1, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 105.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 4, 1999

CSC  
Attn: James Guy  
Tallahassee, FL

SUBJECT: BVP MERGER CO.  
Ref. Number: F99000004717

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for BVP MERGER CO. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The merger contains two merging corporations and the surviving corporation. The filing fee for the merger is \$105. Please issue another cover sheet indicating the filing amount to be \$105.

As the merger indicates that the name of the foreign corporation is changing to BLUEBILL VACATION PROPERTIES, INC., a certificate evidencing the name change must be submitted with the merger document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 399A0004717

RECEIVED  
99 OCT -6 PM 3:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B

BUCKINGHAM, DOOLITTLE & BURROUGHS, LLP

5551 Ridgewood Drive Suite 201 Naples, FL 34108  
941.591.3232 Fax 941.591.2584 www.bdblaw.com

Akron  
Canton  
Cleveland  
Columbus  
Boca Raton  
Naples

Csohn@bdblaw.com  
Direct dial: 941.598.5869  
Direct fax: 330.252.5567

October 5, 1999

Susan Payne, Amendment Section  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

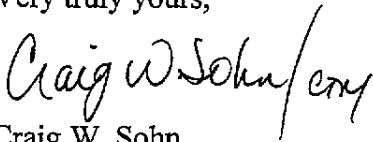
**RE: Bluebill Properties, Inc.; Bluebill Property Management and Leasing Co.;  
Bluebill Vacation Properties, Inc.; Southwest Cleaning & Service Co.; BPI Merger  
Co.; BVP Merger Co.**

Dear Ms. Payne:

Enclosed please photocopies of the documentation from the Delaware Secretary of State.

Please do not hesitate to contact me if you have any questions regarding the enclosed. Thank you for all of your assistance with regard to this matter.

Very truly yours,



Craig W. Sohn

CWS/ctm  
Enclosures

**ARTICLES OF MERGER  
OF  
BLUEBILL VACATION PROPERTIES, INC.  
AND  
SOUTHWEST CLEANING & SERVICE CO.  
INTO  
BVP MERGER CO.**

FILED

99 OCT -1 PM 2:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**ARTICLE I**  
**Surviving Corporation**

The name and jurisdiction of the surviving corporation is: BVP MERGER CO., a Delaware corporation.

**ARTICLE II**  
**Merging Corporations**

The name and jurisdiction of each merging corporation is: BLUEBILL VACATION PROPERTIES, INC., a Florida corporation, and SOUTHWEST CLEANING & SERVICE CO., a Florida corporation.

**ARTICLE III**  
**Plan of Merger**

The Plan of Merger is attached.

**ARTICLE IV**  
**Effective Date**

The merger shall become effective as of 12:01 a.m. October 1, 1999 or the date these Articles of Merger are filed with the Florida Department of State, whichever is later.

ARTICLE V  
Adoption by Surviving Corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 28, 1999.

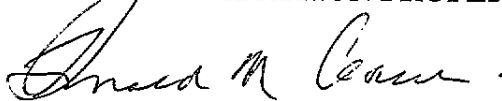
ARTICLE VI  
Adoption by Merging Corporations

The Plan of Merger was adopted by the shareholders of merging corporation Bluebill Vacation Properties, Inc. on September 29, 1999 and by the shareholders of merging corporation Southwest Cleaning and Service Co. on September 29, 1999.

[BALANCE OF PAGE IS BLANK]  
[SIGNATURES APPEAR ON FOLLOWING PAGES]

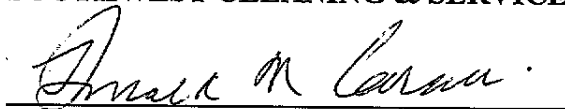
IN WITNESS WHEREOF, BLUEBILL VACATION PROPERTIES, INC, a Florida corporation, and SOUTHWEST CLEANING & SERVICE CO., a Florida corporation, as merging corporations, have caused these Articles of Merger to be executed by their duly authorized officers as of this 29th day of September, 1999.

**BLUEBILL VACATION PROPERTIES, INC.**

A handwritten signature in cursive script, appearing to read "Donald N. Corcelli", written over a horizontal line.

Donald N. Corcelli, President

**SOUTHWEST CLEANING & SERVICE CO.**

A handwritten signature in cursive script, appearing to read "Donald N. Corcelli", written over a horizontal line.

Donald N. Corcelli, President

**IN WITNESS WHEREOF**, BVP Merger Co., a Delaware corporation, as surviving corporation, has caused these Articles of Merger to be executed by its duly authorized officer as of this 28th day of September, 1999.

**BVP MERGER CO.**

A handwritten signature in black ink, appearing to be 'John K. Lines', written over a horizontal line.

John K. Lines, Senior Vice President



**PLAN OF MERGER  
OF  
BLUEBILL VACATION PROPERTIES, INC.  
AND  
SOUTHWEST CLEANING & SERVICE CO.  
- INTO  
BVP MERGER CO.**

1. The names of the merging corporations are BLUEBILL VACATION PROPERTIES, INC., a Florida corporation ("BVP"), and SOUTHWEST CLEANING & SERVICE CO., a Florida corporation ("SWCSC"; BVP and SWCSC being collectively referred to as the "Merging Corporations") and BVP MERGER CO., a Delaware corporation ("Surviving Corporation").

2. The Surviving Corporation shall have a principal office located at 530 Oak Court Drive, Suite 360, Memphis, Tennessee 38117.

3. Surviving Corporation and Merging Corporations have each complied with the laws of the States under which they exist, both of which permit merger of the Corporations.

4. Merging Corporations shall be merged with and into Surviving Corporation ("Merger") effective as of 12:01 am, October 1, 1999, or the date the Articles of Merger are filed with the Florida Department of State, whichever is later (the "Effective Time").

5. Upon the Effective Time:

a. the Surviving Corporation shall succeed to and become absolute owner of all the property and assets of any nature of Merging Corporations and Surviving Corporation, and to all of Merging Corporations' and Surviving Corporation's rights, privileges, powers and franchises, public and private, and shall assume and be liable for all of the debts, liabilities,

restrictions, disabilities and duties of Merging Corporations and Surviving Corporation, all to the full extent provided by the Florida Business Corporation Act.

b. The separate existence of Merging Corporations shall cease and Surviving Corporation shall continue as the surviving corporation of the Merger.

c. The Certificate of Incorporation and the By-Laws of the Surviving Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation as in effect immediately prior to the Effective Time, in each case until duly amended in accordance with applicable law.

d. The directors of the Surviving Corporation shall be the directors of the Surviving Corporation immediately prior to the Effective Time, to hold office in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected or appointed and qualified.

e. The officers of the Surviving Corporation shall be the officers of the Surviving Corporation immediately prior to the Effective Time, in each case until their successors are duly elected or appointed and qualified.

f. The Articles of Incorporation of the Surviving Corporation shall be amended to change the name of such Surviving Corporation from BVP Merger Co. to "Bluebill Vacation Properties, Inc.," a Delaware corporation.

g. By virtue of this Merger and without any action on the part of the stockholders of the Merging Corporations: (i) each share of BVP will be converted into the right to receive, and the stockholders of BVP shall receive cash in the amount of \$2,007.07 for each share of common stock of BVP previously held; and (ii) each share of SWCSC will be converted

into the right to receive, and the stockholders of SWCSC shall receive cash in the amount of \$270.00 for each share of common stock of SWCSC previously held.

«NAP:17426\_1»

FROM CORPORATION TRUST WILMINGTON OFC.

(MON) 10.04'99 15:19/ST. 15:18/NO. 3561082510 P 5

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BLUEBILL VACATION PROPERTIES, INC.", A FLORIDA CORPORATION,  
"SOUTHWEST CLEANING & SERVICE CO.", A FLORIDA CORPORATION,  
WITH AND INTO "EVS MERGER CO." UNDER THE NAME OF "BLUEBILL VACATION PROPERTIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 1999, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3043791 8100M

991417024



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

0006425

DATE:

10-04-99

FROM CORPORATION TRUST WILMINGTON DEC.

(MON) 10.04'99 15:19/ST. 15:18/NO. 3561082510 P 6

**CERTIFICATE OF MERGER  
OF  
BLUEBILL VACATION PROPERTIES, INC.  
AND  
SOUTHWEST CLEANING & SERVICE CO.  
INTO  
BVP MERGER CO.**

The undersigned, a duly authorized officer of BVP Merger Co., a Delaware corporation, as surviving corporation of the merger, pursuant to Section 252 of the Delaware General Corporation Law, as amended, hereby executes this Certificate of Merger.

**I**

The names of the corporations which are parties to the merger are BVP Merger Co., a Delaware corporation, Bluebill Vacation Properties, Inc., a Florida corporation, and Southwest Cleaning & Service Co., a Florida corporation (collectively, the "Constituent Companies"). The laws of the jurisdiction of each of the Constituent Companies permit this merger and each of the Constituent Companies has complied with that law in effecting the merger.

**II**

The Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with Section 252 of the Delaware General Corporation Law and the Florida Business Corporation Act.

**III**

The name of the surviving corporation is BVP Merger Co., a Delaware corporation (the "Surviving Corporation").

**IV**

The Certificate of Incorporation of BVP Merger Co. shall be the Certificate of Incorporation of the Surviving Corporation, except that the name of the Corporation shall be changed by amending Article I of the Certificate of Incorporation of BVP Merger Co. to read as follows:

"The name of the Corporation is Bluebill Vacation Properties, Inc."

FROM CORPORATION TRUST WILMINGTON OFC.

(MON) 10.04'99 15:20/ST. 15:18/NO. 3561082510 P 7

## V

The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at 530 Oak Court Drive, Suite 360, Memphis, Tennessee 38117.

## VI

A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Company.

## VII

The authorized capital stock of each Constituent Corporation which is not a corporation of the State of Delaware is as follows:

<u>Constituent Corporation</u>	<u>Authorized Capital Stock and Par Value</u>
Bluebill Vacation Properties, Inc.	1,000 (\$1.00 par value per share)
Southwest Cleaning & Service Co.	500 (\$1.00 par value per share)

IN WITNESS WHEREOF, BVP Merger Co., a Delaware corporation, as surviving corporation, has caused this Certificate of Merger to be executed by its duly authorized officer as of this 30th day of September, 1999.

BVP MERGER CO.

By: [Signature]  
Name: John K. Lines  
Title: Secretary

Attest:

By: [Signature]  
John K. Lines  
Secretary