

F99000004718



ACCOUNT NO. : 072100000032

REFERENCE : 393409 169624A

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : September 30, 1999

ORDER TIME : 1:55 PM

ORDER NO. : 393409-010

CUSTOMER NO: 169624A

600003003256--3

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

ARTICLES OF MERGER

BLUEBILL PROPERTIES, INC.

INTO

BPI MERGER CO.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

FILED
99 OCT -1 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rec. 10/1/99
2:26 pm

merger
SP 10/7

ARTICLES OF MERGER
Merger Sheet

MERGING:

BLUEBILL PROPERTIES, INC., a FL corp., 565640

BLUEBILL PROPERTIES MANAGEMENT AND LEASING CO., a FL corp.,
H09683

into

BPI MERGER CO. which changed its name to BLUEBILL PROPERTIES,
INC., a Delaware entity F99000004718

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: BPI MERGER CO.
Ref. Number: F99000004718

RESUBMIT
Please give original
submission date as file date.

We have received your document for BPI MERGER CO. and the authorization to debit your account in the amount of \$. 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 BLUEHILL 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: 399A0004801

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT -6 PM 3:54

RECEIVED

RESUBMIT

Please give original
submission date as file date.



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 PROPERTIES, INC.
AND
BLUEBILL PROPERTY MANAGEMENT AND LEASING CO.
INTO
BPI MERGER CO.**

FILED

99 OCT -1 PM 2: 28

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: BPI MERGER CO., a Delaware corporation.

ARTICLE II
Merging Corporations

The name and jurisdiction of each merging corporation is: BLUEBILL PROPERTIES, INC., a Florida corporation, and BLUEBILL PROPERTY MANAGEMENT AND LEASING 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 PROPERTIES, INC. on September 29, 1999 and by the shareholders of BLUEBILL PROPERTY MANAGEMENT AND LEASING CO. on September 29, 1999.

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

IN WITNESS WHEREOF, BLUEBILL PROPERTIES, INC, a Florida corporation, and BLUEBILL PROPERTY MANAGEMENT AND LEASING 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 PROPERTIES, INC.

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

Donald N. Corcelli, President


**BLUEBILL PROPERTY MANAGEMENT
AND LEASING CO.**

A handwritten signature in cursive script, appearing to read "Perry James", written over a horizontal line.

Perry James, President

IN WITNESS WHEREOF, BPI 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.

BPI MERGER CO.



John K. Lines, Senior Vice President

**PLAN OF MERGER
OF
BLUEBILL PROPERTIES, INC.
AND
BLUEBILL PROPERTY MANAGEMENT AND LEASING CO.
INTO
BPI MERGER CO.**

1. The names of the merging corporations are BLUEBILL PROPERTIES, INC., a Florida corporation ("BP"), and BLUEBILL PROPERTY MANAGEMENT AND LEASING CO., a Florida corporation ("BPMLC"; BP and BPMLC being collectively referred to as the "Merging Corporations") and BPI 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,

SE

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 BPI Merger Co. to "Bluebill 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 BP will be converted into the right to receive, and the stockholders of BP shall receive 49.33 shares of common stock of ResortQuest International, Inc. (the owner of all the stock of the Surviving Corporation) for each share of common stock of BP previously held; and (ii) each share of BPMLC will be converted

into the right to receive, and the stockholders of BPMLC shall receive cash in the amount of \$200.00 for each share of common stock of BPMLC previously held.

«NAP:17426_2»

FROM CORPORATION TRUST 302-655-5049

(TUE) 10. 5 '99 13:38/ST. 13:30/NO. 4862069686 P 2

State of Delaware

PAGE 1

Office of the Secretary of State

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 PROPERTIES, INC.", A FLORIDA CORPORATION,

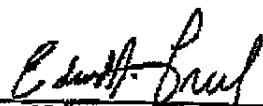
"BLUEBILL PROPERTY MANAGEMENT AND LEASING CO.", A FLORIDA
CORPORATION,

WITH AND INTO "BPT MERGER CO." UNDER THE NAME OF "BLUEBILL
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.

3076962 8100M

991417070


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE

0002490

10-05-99

FROM CORPORATION TRUST WILMINGTON OFC.

(MON) 10.04'99 15:19/ST. 15:18/NO. 3561082510 P 3

**CERTIFICATE OF MERGER
OF
BLUEBILL PROPERTIES, INC.
AND
BLUEBILL PROPERTY MANAGEMENT AND LEASING CO.
INTO
BPI MERGER CO.**

The undersigned, a duly authorized officer of BPI 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 BPI Merger Co., a Delaware corporation, Bluebill Properties, Inc., a Florida corporation, and Bluebill Property Management and Leasing 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 BPI Merger Co., a Delaware corporation (the "Surviving Corporation").

IV

The Certificate of Incorporation of BPI 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 BPI Merger Co. to read as follows:

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

FROM CORPORATION TRUST WILMINGTON OFC.

(MON) 10.04.99 15:19/ST. 15:18/NO. 3561082510 P 4

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:

Constituent CorporationAuthorized Capital Stock and Par Value

Bluebill Properties, Inc.

10,000 (\$1.00 par value per share)

Bluebill Property Management Co.

500 (\$1.00 par value per share)

IN WITNESS WHEREOF, BPI 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.

BPI MERGER CO.

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

Attest:

By: [Signature]
John K. Lines
Secretary