

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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Merger

- 1.) Grove Creek Investments, Inc.
(CORPORATE NAME & DOCUMENT #)
- And
- 2.) Twin Ponds Duck Club Corporation
(CORPORATE NAME & DOCUMENT #)

700003076337--2
-12/21/99--01045--013
****157.50 ****78.75

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

File

FILED
99 DEC 21 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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S. PAYNE DEC 22 1999

merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

GROVE CREEK INVESTMENTS, INC., a Florida corporation, #G83162

,

INTO

TWIN PONDS DUCK CLUB CORPORATION. a Maryland corporation not
qualified in Florida

File date: December 21, 1999

Corporate Specialist: Susan Payne

FILED

99 DEC 21 PM 2:51

Articles of Merger

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GROVE CREEK INVESTMENTS, INC.
a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION
a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 14th day of December, 1999 pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland and Chapter/Section 607.1101 of Title XXXVI (Business Organizations) of the Florida Statutes are entered into by Twin Ponds Duck Club Corporation a Maryland Corporation and Grove Creek Investments, Inc., Corporation a Florida Corporation.

FIRST: Each of the Corporations has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Annotated Code of the State of Maryland and Chapter/Section 607.1101 of the Florida Statutes, and the manner of dealing with any issued stock of the Corporations shall be as set forth below.

SECOND: Twin Ponds Duck Club Corporation, a Maryland Corporation, shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") who shall continue to do business under the name of Twin Ponds Duck Club Corporation.

THIRD: The parties to these Articles of Merger are Twin Ponds Duck Club Corporation, a corporation organized under the Laws of the State of Maryland on November 23, 1982, and Grove Creek Investments, Inc, a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on February 3, 1984, having been assigned corporate document number G83162.

FOURTH: The Articles of Incorporation of the Surviving Corporation are hereby amended as to Article "Six" so as to increase the total number of shares of stock, of a single class, authorized from 1,000 to 5,000 shares. All remaining terms and provisions of the Articles of Incorporation of the surviving corporation shall remain in the full force and effect.

FIFTH: Grove Creek Investments, Inc., has an authorized capitalization of one hundred (100) shares of common stock having

a par value of one dollar (\$1.00) per share. There are ten (10) shares issued and outstanding.

The Surviving Corporation, Twin Ponds Duck Club Corporation, has an authorized capitalization of five-thousand (5,000) shares of common stock with a par value of one Dollars (\$1.00) per share, of which five hundred (500) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Grove Creek Investments, Inc., into stock of the Surviving Corporation, Twin Ponds Duck Club Corporation shall be as follows:

(a) Each share of capital stock of Surviving Corporation which is issued and outstanding on the Effective Date (as defined in Article TENTH herein) shall remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each share of capital stock of Grove Creek Investments, Inc., issued and outstanding on the Effective Date shall be converted into 19.4 shares of stock of the Surviving Corporation.

SEVENTH: The principal office address of the Surviving Corporation is: Box 389-Pioneer Point Farm, Centreville, Maryland 21617. Grove Creek Investments, Inc., does not own any real estate and Twin Ponds Duck Club Corporation, owns real estate in Queen Anne's and Dorchester Counties both the said Counties being located in the State of Maryland.

EIGHTH: The Board of Directors on December 14, 1999 unanimously voted to adopt a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable directing their submission to a special meeting of the stockholders which was held immediately thereafter on December 14, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein, on that same date.


NINTH: These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the Charter of Surviving Corporation and by the laws of the State of Maryland as well as the laws of the State of Florida.

TENTH: The Effective Date shall be the date of the execution of these Articles of Merger and the acceptance for filing by the State of Maryland and the State of Florida.

IN WITNESS WHEREOF, Grove Creek Investments, Inc., a Florida Corporation and Twin Ponds Duck Club Corporation, a Maryland Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective

Secretaries as of the 14th day of December, 1999.

ATTEST:


Assistant Secretary

Grove Creek Investments, Inc.

By: Donna Judge
Donna Judge, President

ATTEST:


Assistant Secretary

Twin Ponds Duck Club Corporation

By: Donna Judge
Donna Judge, President

THE UNDERSIGNED, President of Grove Creek Investments, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge
Donna Judge, President

THE UNDERSIGNED, President of Twin Ponds Duck Club Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge
Donna Judge, President

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

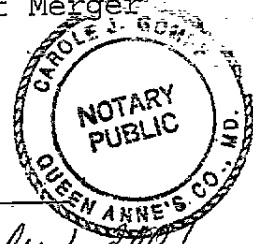
I HEREBY CERTIFY, that on this 14th day of December, 1999, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donna Judge, who acknowledged herself to be President of Grove Creek Investment, Inc. and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Grove Creek Investment, Inc, and Twin Ponds Duck Club Corporation, a body corporate as aforesaid and that she, as such President, being authorized so to do, executed the foregoing Articles of Merger for the purposes therein set forth.

WITNESS my hand and Notarial Seal.

Carole J. Gompf
Notary Public

My commission expires:

July 1, 2001



Grove Creek Investments Inc.
A Florida Corporation

Informal Action Of The Board Of Directors
Advising Articles Of Merger With
Twin Ponds Duck Club Corporation
A Maryland Corporation

December 14, 1999

The undersigned, constituting all of the Directors of Grove Creek Investments, Inc., a Florida Corporation (hereinafter referred to as the "Corporation"), in accordance with Chapter 607(607.1101 et seq), Corporations, of Title XXXVI, Business Organizations, of the Florida Statutes, unanimously voted to take the following actions:

RESOLVED: That the merger of the Corporation with Twin Ponds Duck Club Corporation in compliance with the terms and conditions as set forth in the attached plan of merger and Articles of Merger, is hereby advised to be in the best interest of the corporation and its shareholders.

RESOLVED: That the plan of merger and Articles of Merger be submitted to all of the stockholder of the corporation at an informal meeting of stockholders.

RESOLVED: To execute, acknowledge, seal and file with the State of Florida, Department of State, Division of Corporations and the State Maryland, State Department of Assessments and Taxation such Articles of Merger following the due approval thereof by the stockholders of the Corporation, and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Directors is executed the day and year first above written by all of the directors of the

Grove Creek Investments, Inc.
BOARD OF DIRECTORS:

Donna Judge
Donna Judge

Donna Judge
Donna Judge, Personal Representative
of the Estate of Joseph Judge

PLAN OF MERGER

Grove Creek Investments, Inc
A Florida Corporation with Twin Ponds Duck Club Corporation
A Maryland Corporation

December 14, 1999

THIS PLAN OF MERGER, is to comply with the terms and conditions of Chapter/Section 607.1101 of Title XXXVI (Business Organizations) of the Florida Statutes.

FIRST: Grove Creek Investments, Inc., a Florida Corporation plans to merge into Twin Ponds Duck Club Corporation, a Maryland Corporation which shall be the Surviving Corporation.

SECOND: The officers, directors and stockholders of both corporations are identical.

THIRD: This plan of merger incorporates by reference the proposed Articles of Merger, attached hereto and are designed to comply with all the applicable provisions of the Florida Statutes and the Annotated Code of Maryland.

IN WITNESS WHEREOF, Grove Creek Investments, Inc., a Florida Corporation and Twin Ponds Duck Club Corporation, a Maryland Corporation have caused this Plan of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Assistant Secretaries as of the 14th day of December, 1999.

ATTEST:

Grove Creek Investments, Inc.

Assistant Secretary

By: _____
Donna Judge, President

EXHIBIT

1

Articles of Merger

GROVE CREEK INVESTMENTS, INC.
a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION
a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 14th day of December, 1999 pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland and Chapter/Section 607.1101 of Title XXXVI (Business Organizations) of the Florida Statutes are entered into by Twin Ponds Duck Club Corporation a Maryland Corporation and Grove Creek Investments, Inc., Corporation a Florida Corporation.

FIRST: Each of the Corporations has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Annotated Code of the State of Maryland and Chapter/Section 607.1101 of the Florida Statutes, and the manner of dealing with any issued stock of the Corporations shall be as set forth below.

SECOND: Twin Ponds Duck Club Corporation, a Maryland Corporation, shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") who shall continue to do business under the name of Twin Ponds Duck Club Corporation.

THIRD: The parties to these Articles of Merger are Twin Ponds Duck Club Corporation, a corporation organized under the Laws of the State of Maryland on November 23, 1982, and Grove Creek Investments, Inc, a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on February 3, 1984, having been assigned corporate document number G83162.

FOURTH: The Articles of Incorporation of the Surviving Corporation are hereby amended as to Article "Six" so as to increase the total number of shares of stock, of a single class, authorized from 1,000 to 5,000 shares. All remaining terms and provisions of the Articles of Incorporation of the surviving corporation shall remain in the full force and effect.

FIFTH: Grove Creek Investments, Inc., has an authorized capitalization of one hundred (100) shares of common stock having

EXHIBIT

2

a par value of one dollar (\$1.00) per share. There are ten (10) shares issued and outstanding.

The Surviving Corporation, Twin Ponds Duck Club Corporation, has an authorized capitalization of five-thousand (5,000) shares of common stock with a par value of one Dollars (\$1.00) per share, of which five hundred (500) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Grove Creek Investments, Inc., into stock of the Surviving Corporation, Twin Ponds Duck Club Corporation shall be as follows:

(a) Each share of capital stock of Surviving Corporation which is issued and outstanding on the Effective Date (as defined in Article TENTH herein) shall remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each share of capital stock of Grove Creek Investments, Inc., issued and outstanding on the Effective Date shall be converted into 19.4 shares of stock of the Surviving Corporation.

SEVENTH: The principal office address of the Surviving Corporation is: Box 389-Pioneer Point Farm, Centreville, Maryland 21617. Grove Creek Investments, Inc., does not own any real estate and Twin Ponds Duck Club Corporation, owns real estate in Queen Anne's and Dorchester Counties both the said Counties being located in the State of Maryland.

EIGHTH: The Board of Directors on December 14, 1999 unanimously voted to adopt a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable directing their submission to a special meeting of the stockholders which was held immediately thereafter on December 14, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein, on that same date.

NINTH: These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the Charter of Surviving Corporation and by the laws of the State of Maryland as well as the laws of the State of Florida.

TENTH: The Effective Date shall be the date of the execution of these Articles of Merger and the acceptance for filing by the State of Maryland and the State of Florida.

IN WITNESS WHEREOF, Grove Creek Investments, Inc., a Florida Corporation and Twin Ponds Duck Club Corporation, a Maryland Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective

Secretaries as of the 14th day of December, 1999.

ATTEST:

Grove Creek Investments, Inc.

Assistant Secretary

By: _____
Donna Judge, President

ATTEST:

Twin Ponds Duck Club Corporation

Assistant Secretary

By: _____
Donna Judge, President

THE UNDERSIGNED, President of Grove Creek Investments, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge, President

THE UNDERSIGNED, President of Twin Ponds Duck Club Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge, President

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY, that on this _____ day of _____, 1999, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donna Judge, who acknowledged herself to be President of Grove Creek Investment, Inc., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Grove Creek Investment, Inc., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid and that she, as such President, being authorized so to do, executed the foregoing Articles of Merger for the purposes therein set forth.

WITNESS my hand and Notarial Seal.

Notary Public
My commission expires:

Twin Ponds Duck Club Corporation
A Maryland Corporation

Informal Action Of The Board Of Directors
Advising Articles Of Merger With
Grove Creek Investments, Inc.
A Florida Corporation

December 14, 1999

The undersigned, constituting all of the Directors of Twin Ponds Duck Club Corporation, a Maryland Corporation (hereinafter referred to as the "Corporation"), in accordance with Section 2-408 (c) of the corporations, an associations Article of the Annotated Code of Maryland, unanimously voted to take the following actions:

RESOLVED: That the merger of the Corporation with Grove Creek Investments, Inc., in compliance with the terms and conditions as set forth in the attached plan of merger and Articles of Merger, is hereby advised to be in the best interest of the Corporation and its shareholders.

RESOLVED: That the Articles of Merger be submitted to all of the stockholder of the corporation at an informal meeting of stockholders.

RESOLVED: To execute, acknowledge, seal and file with the State of Florida, Department of State, Division of Corporations and the State Maryland, State Department of Assessments and Taxation of Maryland such Articles of Merger following the due approval thereof by the stockholders of the Corporation, and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Directors is executed the day and year first above written by all of the directors of the

BOARD OF DIRECTORS:

Donna Judge
Donna Judge

Donna Judge
Donna Judge, Personal Representative
of the Estate of Joseph Judge

Articles of Merger

GROVE CREEK INVESTMENTS, INC.
a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION
a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 14th day of December, 1999 pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland and Chapter/Section 607.1101 of Title XXXVI (Business Organizations) of the Florida Statutes are entered into by Twin Ponds Duck Club Corporation a Maryland Corporation and Grove Creek Investments, Inc., Corporation a Florida Corporation.

FIRST: Each of the Corporations has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Annotated Code of the State of Maryland and Chapter/Section 607.1101 of the Florida Statutes, and the manner of dealing with any issued stock of the Corporations shall be as set forth below.

SECOND: Twin Ponds Duck Club Corporation, a Maryland Corporation, shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") who shall continue to do business under the name of Twin Ponds Duck Club Corporation.

THIRD: The parties to these Articles of Merger are Twin Ponds Duck Club Corporation, a corporation organized under the Laws of the State of Maryland on November 23, 1982, and Grove Creek Investments, Inc, a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on February 3, 1984, having been assigned corporate document number G83162.

FOURTH: The Articles of Incorporation of the Surviving Corporation are hereby amended as to Article "Six" so as to increase the total number of shares of stock, of a single class, authorized from 1,000 to 5,000 shares. All remaining terms and provisions of the Articles of Incorporation of the surviving corporation shall remain in the full force and effect.

FIFTH: Grove Creek Investments, Inc., has an authorized capitalization of one hundred (100) shares of common stock having

EXHIBIT

1

a par value of one dollar (\$1.00) per share. There are ten (10) shares issued and outstanding.

The Surviving Corporation, Twin Ponds Duck Club Corporation, has an authorized capitalization of five-thousand (5,000) shares of common stock with a par value of one Dollars (\$1.00) per share, of which five hundred (500) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Grove Creek Investments, Inc., into stock of the Surviving Corporation, Twin Ponds Duck Club Corporation shall be as follows:

(a) Each share of capital stock of Surviving Corporation which is issued and outstanding on the Effective Date (as defined in Article TENTH herein) shall remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each share of capital stock of Grove Creek Investments, Inc., issued and outstanding on the Effective Date shall be converted into 19.4 shares of stock of the Surviving Corporation.

SEVENTH: The principal office address of the Surviving Corporation is: Box 389-Pioneer Point Farm, Centreville, Maryland 21617. Grove Creek Investments, Inc., does not own any real estate and Twin Ponds Duck Club Corporation, owns real estate in Queen Anne's and Dorchester Counties both the said Counties being located in the State of Maryland.

EIGHTH: The Board of Directors on December 14, 1999 unanimously voted to adopt a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable directing their submission to a special meeting of the stockholders which was held immediately thereafter on December 14, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein, on that same date.

NINTH: These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the Charter of Surviving Corporation and by the laws of the State of Maryland as well as the laws of the State of Florida.

TENTH: The Effective Date shall be the date of the execution of these Articles of Merger and the acceptance for filing by the State of Maryland and the State of Florida.

IN WITNESS WHEREOF, Grove Creek Investments, Inc., a Florida Corporation and Twin Ponds Duck Club Corporation, a Maryland Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective

Secretaries as of the 14th day of December, 1999.

ATTEST:

Grove Creek Investments, Inc.

Assistant Secretary

By: _____
Donna Judge, President

ATTEST:

Twin Ponds Duck Club Corporation

Assistant Secretary

By: _____
Donna Judge, President

THE UNDERSIGNED, President of Grove Creek Investments, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge, President

THE UNDERSIGNED, President of Twin Ponds Duck Club Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge, President

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY, that on this _____ day of _____, 1999, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donna Judge, who acknowledged herself to be President of Grove Creek Investment, Inc., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Grove Creek Investment, Inc., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid and that she, as such President, being authorized so to do, executed the foregoing Articles of Merger for the purposes therein set forth.

WITNESS my hand and Notarial Seal.

Notary Public
My commission expires:

Grove Creek Investments, Inc.
A Florida Corporation

Unanimous Informal Action Of Stockholders Approving
Articles of Merger

December 14, 1999

The undersigned, constituting all of the stockholders of Grove Creek Investments, Inc, a Florida Corporation, (hereinafter referred to as the "Corporation"), in accordance with Chapter 607 (607.1101 et seq), Corporations, of Title XXXVI, Business Organizations, of the Florida Statutes, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the merger of the Corporation on substantially the terms and conditions as set forth in the form of the Articles of Merger of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the President of the Corporation is hereby authorized and directed to file with the State of Florida and the State Department of Assessments and Taxation of Maryland, Articles of Merger in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Stockholders may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

STOCKHOLDERS:

Donna Judge
Donna Judge, Personal Representative
of the Estate of Joseph Judge
Sole Stockholder

PLAN OF MERGER

Grove Creek Investments, Inc
A Florida Corporation with Twin Ponds Duck Club Corporation
A Maryland Corporation

December 14, 1999

THIS PLAN OF MERGER, is to comply with the terms and conditions of Chapter/Section 607.1101 of Title XXXVI (Business Organizations) of the Florida Statutes.

FIRST: Grove Creek Investments, Inc., a Florida Corporation plans to merge into Twin Ponds Duck Club Corporation, a Maryland Corporation which shall be the Surviving Corporation.

SECOND: The officers, directors and stockholders of both corporations are identical.

THIRD: This plan of merger incorporates by reference the proposed Articles of Merger, attached hereto and are designed to comply with all the applicable provisions of the Florida Statutes and the Annotated Code of Maryland.

IN WITNESS WHEREOF, Grove Creek Investments, Inc., a Florida Corporation and Twin Ponds Duck Club Corporation, a Maryland Corporation have caused this Plan of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Assistant Secretaries as of the 14th day of December, 1999.

ATTEST:

Grove Creek Investments, Inc.

Assistant Secretary

By: _____
Donna Judge, President

EXHIBIT

1

Articles of Merger

GROVE CREEK INVESTMENTS, INC.
a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION
a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 14th day of December, 1999 pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland and Chapter/Section 607.1101 of Title XXXVI (Business Organizations) of the Florida Statutes are entered into by Twin Ponds Duck Club Corporation a Maryland Corporation and Grove Creek Investments, Inc., Corporation a Florida Corporation.

FIRST: Each of the Corporations has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Annotated Code of the State of Maryland and Chapter/Section 607.1101 of the Florida Statutes, and the manner of dealing with any issued stock of the Corporations shall be as set forth below.

SECOND: Twin Ponds Duck Club Corporation, a Maryland Corporation, shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") who shall continue to do business under the name of Twin Ponds Duck Club Corporation.

THIRD: The parties to these Articles of Merger are Twin Ponds Duck Club Corporation, a corporation organized under the Laws of the State of Maryland on November 23, 1982, and Grove Creek Investments, Inc, a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on February 3, 1984, having been assigned corporate document number G83162.

FOURTH: The Articles of Incorporation of the Surviving Corporation are hereby amended as to Article "Six" so as to increase the total number of shares of stock, of a single class, authorized from 1,000 to 5,000 shares. All remaining terms and provisions of the Articles of Incorporation of the surviving corporation shall remain in the full force and effect.

FIFTH: Grove Creek Investments, Inc., has an authorized capitalization of one hundred (100) shares of common stock having

EXHIBIT

2

à par value of one dollar (\$1.00) per share. There are ten (10) shares issued and outstanding.

The Surviving Corporation, Twin Ponds Duck Club Corporation, has an authorized capitalization of five-thousand (5,000) shares of common stock with a par value of one Dollars (\$1.00) per share, of which five hundred (500) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Grove Creek Investments, Inc., into stock of the Surviving Corporation, Twin Ponds Duck Club Corporation shall be as follows:

(a) Each share of capital stock of Surviving Corporation which is issued and outstanding on the Effective Date (as defined in Article TENTH herein) shall remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each share of capital stock of Grove Creek Investments, Inc., issued and outstanding on the Effective Date shall be converted into 19.4 shares of stock of the Surviving Corporation.

SEVENTH: The principal office address of the Surviving Corporation is: Box 389-Pioneer Point Farm, Centreville, Maryland 21617. Grove Creek Investments, Inc., does not own any real estate and Twin Ponds Duck Club Corporation, owns real estate in Queen Anne's and Dorchester Counties both the said Counties being located in the State of Maryland.

EIGHTH: The Board of Directors on December 14, 1999 unanimously voted to adopt a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable directing their submission to a special meeting of the stockholders which was held immediately thereafter on December 14, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein, on that same date.

NINTH: These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the Charter of Surviving Corporation and by the laws of the State of Maryland as well as the laws of the State of Florida.

TENTH: The Effective Date shall be the date of the execution of these Articles of Merger and the acceptance for filing by the State of Maryland and the State of Florida.

IN WITNESS WHEREOF, Grove Creek Investments, Inc., a Florida Corporation and Twin Ponds Duck Club Corporation, a Maryland Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective

Secretaries as of the 14th day of December, 1999.

ATTEST:

Grove Creek Investments, Inc.

Assistant Secretary

By: _____
Donna Judge, President

ATTEST:

Twin Ponds Duck Club Corporation

Assistant Secretary

By: _____
Donna Judge, President

THE UNDERSIGNED, President of Grove Creek Investments, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge, President

THE UNDERSIGNED, President of Twin Ponds Duck Club Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge, President

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY, that on this _____ day of _____, 1999, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donna Judge, who acknowledged herself to be President of Grove Creek Investment, Inc., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Grove Creek Investment, Inc., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid and that she, as such President, being authorized so to do, executed the foregoing Articles of Merger for the purposes therein set forth.

WITNESS my hand and Notarial Seal.

Notary Public
My commission expires: _____

Twin Ponds Duck Club Corporation

**Unanimous Informal Action Of Stockholders Approving
Articles of Merger**

December 14, 1999

The undersigned, constituting all of the stockholders of Twin Pond Duck Club Corporation, a Maryland corporation, (hereinafter referred to as the "Corporation"), in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the merger of the Corporation on substantially the terms and conditions as set forth in the form of the Articles of Merger of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the President of the Corporation is hereby authorized and directed to file with the State of Florida and the State Department of Assessments and Taxation of Maryland, Articles of Merger in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Stockholders may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

STOCKHOLDERS:

Donna Judge

Donna Judge, Personal Representative
of the Estate of Joseph Judge
Sole Stockholder

Articles of Merger

GROVE CREEK INVESTMENTS, INC.
a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION
a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 14th day of December, 1999 pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland and Chapter/Section 607.1101 of Title XXXVI (Business Organizations) of the Florida Statutes are entered into by Twin Ponds Duck Club Corporation a Maryland Corporation and Grove Creek Investments, Inc., Corporation a Florida Corporation.

FIRST: Each of the Corporations has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Annotated Code of the State of Maryland and Chapter/Section 607.1101 of the Florida Statutes, and the manner of dealing with any issued stock of the Corporations shall be as set forth below.

SECOND: Twin Ponds Duck Club Corporation, a Maryland Corporation, shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") who shall continue to do business under the name of Twin Ponds Duck Club Corporation.

THIRD: The parties to these Articles of Merger are Twin Ponds Duck Club Corporation, a corporation organized under the Laws of the State of Maryland on November 23, 1982, and Grove Creek Investments, Inc, a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on February 3, 1984, having been assigned corporate document number G83162.

FOURTH: The Articles of Incorporation of the Surviving Corporation are hereby amended as to Article "Six" so as to increase the total number of shares of stock, of a single class, authorized from 1,000 to 5,000 shares. All remaining terms and provisions of the Articles of Incorporation of the surviving corporation shall remain in the full force and effect.

FIFTH: Grove Creek Investments, Inc., has an authorized capitalization of one hundred (100) shares of common stock having

EXHIBIT

1

a par value of one dollar (\$1.00) per share. There are ten (10) shares issued and outstanding.

The Surviving Corporation, Twin Ponds Duck Club Corporation, has an authorized capitalization of five-thousand (5,000) shares of common stock with a par value of one Dollars (\$1.00) per share, of which five hundred (500) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Grove Creek Investments, Inc., into stock of the Surviving Corporation, Twin Ponds Duck Club Corporation shall be as follows:

(a) Each share of capital stock of Surviving Corporation which is issued and outstanding on the Effective Date (as defined in Article TENTH herein) shall remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each share of capital stock of Grove Creek Investments, Inc., issued and outstanding on the Effective Date shall be converted into 19.4 shares of stock of the Surviving Corporation.

SEVENTH: The principal office address of the Surviving Corporation is: Box 389-Pioneer Point Farm, Centreville, Maryland 21617. Grove Creek Investments, Inc., does not own any real estate and Twin Ponds Duck Club Corporation, owns real estate in Queen Anne's and Dorchester Counties both the said Counties being located in the State of Maryland.

EIGHTH: The Board of Directors on December 14, 1999 unanimously voted to adopt a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable directing their submission to a special meeting of the stockholders which was held immediately thereafter on December 14, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein, on that same date.

NINTH: These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the Charter of Surviving Corporation and by the laws of the State of Maryland as well as the laws of the State of Florida.

TENTH: The Effective Date shall be the date of the execution of these Articles of Merger and the acceptance for filing by the State of Maryland and the State of Florida.

IN WITNESS WHEREOF, Grove Creek Investments, Inc., a Florida Corporation and Twin Ponds Duck Club Corporation, a Maryland Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective

Secretaries as of the 14th day of December, 1999.

ATTEST:

Grove Creek Investments, Inc.

Assistant Secretary

By: _____
Donna Judge, President

ATTEST:

Twin Ponds Duck Club Corporation

Assistant Secretary

By: _____
Donna Judge, President

THE UNDERSIGNED, President of Grove Creek Investments, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge, President

THE UNDERSIGNED, President of Twin Ponds Duck Club Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Donna Judge, President

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY, that on this _____ day of _____, 1999, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donna Judge, who acknowledged herself to be President of Grove Creek Investment, Inc., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Grove Creek Investment, Inc., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid and that she, as such President, being authorized so to do, executed the foregoing Articles of Merger for the purposes therein set forth.

WITNESS my hand and Notarial Seal.

Notary Public
My commission expires: