

G90146

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MERGER OR SHARE EXCHANGE

CHATEAUBLEAU INN, INC.

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ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Chateaubleau Inn, Inc.	Florida	G90146

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Chateaubleau Inn Three, Inc.	Florida	624440
Chateaubleau Investments Seven, Inc.	Florida	G99729

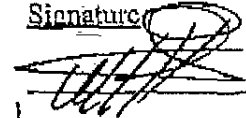
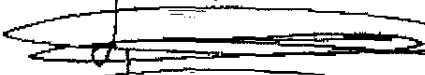
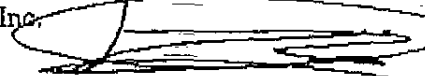
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the unanimous vote of the shareholders and board of directors of the surviving corporation on December 16, 2003.

Sixth: The Plan of Merger was adopted by the unanimous vote of the shareholders and board of directors of the each of the merging corporations on December 16, 2003.

Seventh: Signatures for Each Corporation

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name and Title</u>
Chateaubleau Inn, Inc.		Constatinos Grillas, President
Chateaubleau Inn Three, Inc.		Haralambos Grillas, President
Chateaubleau Investments Seven, Inc.		Haralambos Grillas, President

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This instrument was prepared by:
Desiree M. Cuason, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134
(305) 476-7100

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**PLAN OF MERGER
(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Chateaubleau Inn, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Chateaubleau Inn Three, Inc.	Florida
Chateaubleau Investments Seven, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Chateaubleau Inn Three, Inc., a Florida corporation, ("Chateaubleau Three") and Chateaubleau Investments Seven, Inc., a Florida corporation, ("Chateaubleau Seven") (Chateaubleau Three and Chateaubleau Seven shall collectively be referred to as the "Merging Entities"), shall merge into Chateaubleau Inn, Inc., a Florida corporation, ("Chateaubleau").

The Articles of Incorporation of Chateaubleau, the surviving entity, as in effect immediately prior to the effective date of the merger, shall remain the Articles of Incorporation of Chateaubleau. Likewise, the Bylaws of Chateaubleau, as in effect immediately prior to the effective date of the merger, shall remain the Bylaws of Chateaubleau.

The directors and officers of Chateaubleau immediately prior to the effective date of the merger shall remain the directors and officers of Chateaubleau.

Upon consummation of the merger, Chateaubleau shall succeed, without other transfer, to all the rights and property of the Merging Entities and shall be subject to all the debts, liabilities, and obligations of the Merging Entities in the same manner as if incurred by Chateaubleau. Furthermore, all rights of creditors and all liens and trust upon or arising from the properties of Chateaubleau and the Merging Entities shall be unimpaired, provided that the liens and trust obligations upon property of the Merging Entities shall be limited to the property affected thereby immediately prior to the effective date of the merger.

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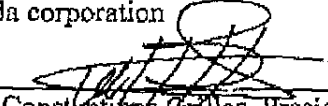
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Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon merging, no additional shares of Chateaubleau will be issued to the shareholders of Chateaubleau Three and Chateaubleau Seven and the shares of Chateaubleau Three and Chateaubleau Seven will be cancelled. The merging corporations and the surviving corporation have identical shareholders, with each shareholder owning a 1/3 interest in the merging corporations and the surviving corporations. Since the identity of the shareholders and the percent interest that each shareholder shall own will remain the same after the merger, no other shares need be issued.

CHATEAUBLEAU INN, INC.,
a Florida corporation

By: 
Constantinos Grillas, President

CHATEAUBLEAU INN THREE, INC.,
a Florida corporation

By: 
Haralambos Grillas, President

CHATEAUBLEAU INVESTMENTS
SEVEN, INC., a Florida corporation

By: 
Haralambos Grillas, President

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