



H10145

FILED
2002 JUN 27 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 642560 6383A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : June 27, 2002

ORDER TIME : 10:47 AM

ORDER NO. : 642560-005

CUSTOMER NO: 6383A

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-06/27/02--01057--009
*****70.00 *****70.00

CUSTOMER: Andre J. Patrone, Esq
Andre J. Patrone, Esq
12685 New Brittany Boulevard
Fort Myers, FL 33907

ARTICLES OF MERGER

JENSEN'S TWIN PALM RESORT
MARINA, INC.

INTO

JENSEN BEACH ENTERPRISES, INC.

**PLEASE NOTE THAT THE SURVIVING ENTITY IS CHANGING THEIR
NAME VIA MERGER TO: JENSEN'S TWIN PALM RESORT MARINA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

RECEIVED
02 JUN 27 PM 1:01
TALLAHASSEE, FLORIDA

Merger + N.C.
C. Goullatte JUN 27 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JENSEN'S TWIN PALM RESORT MARINA, INC., a Florida corporation, 844521

INTO

JENSEN BEACH ENTERPRISES, INC. which changed its name to

JENSEN'S TWIN PALM RESORT MARINA, INC., a Florida entity, H10145.

File date: June 27, 2002

Corporate Specialist: Cheryl Coulliette

**PLAN OF AND ARTICLES OF MERGER OF
JENSEN'S TWIN PALM RESORT MARINA, INC.
AND JENSEN BEACH ENTERPRISES, INC.**

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SECRETARY OF STATE
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The undersigned, being all of the members of the Boards of Directors and all of the Shareholders of the Corporations, hereby set forth the following Plan of and Articles of Merger as follows:

Plan of Merger. The Boards of Directors of the Corporations have recommended a plan of merger, wherein Jensen's Twin Palm Resort Marina, Inc. will be merged into, and become a part of, Jensen Beach Enterprises, Inc., its sole Shareholder. After the merger, Jensen Beach Enterprises, Inc. will be the surviving Corporation. All of the assets and liabilities of Jensen's Twin Palm Resort Marina, Inc. will become the assets and liabilities of Jensen Beach Enterprises, Inc. The Articles and Bylaws of the surviving Corporation shall continue to govern its operation.

This merger represents a change in the manner of doing business of the Corporations. The Corporations intend for this merger to qualify as a corporate reorganization under Internal Revenue Code §368(a)(1)(A).

Name of Surviving Corporation. The name of the surviving Corporation, Jensen Beach Enterprises, Inc., is hereby changed to Jensen's Twin Palm Resort Marina, Inc.

Board of Directors and Officers. The names and post office addresses of the Officers and the first Board of Directors of the surviving Corporation, who shall conduct the business of the

surviving Corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Betty Jensen
Post Office Box 460
Captiva, Florida 33924

Director/President/Secretary/Treasurer

David Jensen
P.O. Box 191
Captiva, Florida 33924

Director/Vice-President

Registered Agent. David Jensen is designated as the agent of the surviving Corporation, to accept service of process within this State.

The officers of the Corporations are authorized to execute and deliver all documents to effect the Plan of and Articles of Merger.

IN WITNESS WHEREOF, WE, the undersigned, being all of the members of the Boards of Directors and all of the Shareholders of the Corporations for the purpose of reorganizing the Corporations under the laws of the State of Florida do make, acknowledge and file the foregoing Articles of Merger, hereby certifying that the facts therein stated are true, and accordingly set our hands and seals at Fort Myers, Florida, this 25th day of June, 2002.

JENSEN'S TWIN PALM RESORT MARINA, INC.


Board of Directors


BETTY JENSEN


DAVID JENSEN

Shareholders

Jensen Beach Enterprises, Inc., Shareholder

By: 
BETTY JENSEN, President,
its authorized representative


JENSEN BEACH ENTERPRISES, INC.

Board of Directors


BETTY JENSEN

Shareholders

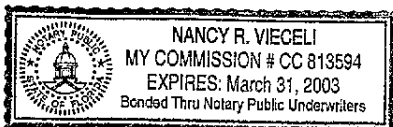

BETTY JENSEN


BETTY JENSEN, Trustee of the Richard
W. Jensen Family Trust (Trust B) w/a/d 7/3/85

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared BETTY JENSEN, Individually, as President and Director of and on behalf of Jensen's Beach Enterprises, Inc., and as Trustee of the Richard W. Jensen Family Trust (Trust B) u/a/d 7/3/85, and as a Director of Jensen's Twin Palm Resort Marina, Inc., who is personally know to me and who did take an oath, deposes and says that she executed the foregoing Plan of and Articles of Merger, voluntarily, for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of June, 2002.

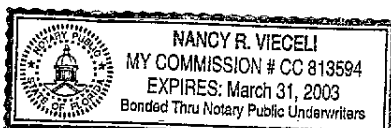


Nancy R. Vieceli
NANCY R. VIECELI
Notary Public - State of Florida
Commission No. CC 813594
My Commission Expires: 3/31/03

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared DAVID JENSEN, as a Director of Jensen's Twin Palm Resort Marina, Inc., who is personally know to me or produced _____ as identification, and who did take an oath, deposes and says that he executed the foregoing Plan of and Articles of Merger, voluntarily, for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of June, 2002.



Nancy R. Vieceli
NANCY R. VIECELI
Notary Public - State of Florida
Commission No. CC 813594
My Commission Expires: 3/31/03

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That JENSEN'S TWIN PALM RESORT MARINA, INC., organized under the laws of the State of Florida, and the surviving Corporation of the merger between JENSEN BEACH ENTERPRISES, INC. and JENSEN'S TWIN PALM RESORT MARINA, INC., with its principal office at 15166 Wiles Road, P.O. Box 460, Captiva Island, County of Lee, State of Florida, has named DAVID JENSEN, located at 15107 Captiva Drive, Captiva Island, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



DAVID JENSEN
Registered Agent