

**CORPORATE  
ACCESS,  
INC.**

**H48757**

78.75

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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12/21/99

*(Handwritten initials)*

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**FILING**

*merger*

1.) Passum Point Investment Corp.  
(CORPORATE NAME & DOCUMENT #)

2.) Twin Ponds Duck Club Corporation  
(CORPORATE NAME & DOCUMENT #)

900003076339--6  
-12/21/99--01045--013  
\*\*\*\*157.50 \*\*\*\*\*78.75

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

*(Large handwritten signature)*

FILED  
99 DEC 21 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*merger*

12/22/99

*(Handwritten initials)*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

POSSUM POINT INVESTMENT CORP., a Florida corporation, H48757

,

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 2:52

Articles of Merger

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

POSSUM POINT INVESTMENT CORP.  
a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION  
a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 15th 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 Possum Point Investment Corp., 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 Possum Point Investment Corp., a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on March 25, 1985, having been assigned corporate document number H48757.

FOURTH: The Articles of Incorporation of the Surviving Corporation shall remain in the full force and effect.

FIFTH: Possum Point Investment Corp., 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 six hundred and ninety-four (694) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Possum Point Investment Corp., 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 Possum Point Investment Corp., issued and outstanding on the Effective Date shall be converted into 32.7 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. Possum Point Investment Corp., 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.

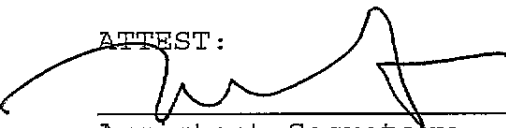
EIGHTH: The Board of Directors on December 15, 1999 unanimously voted to adopt a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable directing their submission to a special meeting of the stockholders which was held immediately thereafter on December 15, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein.

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.

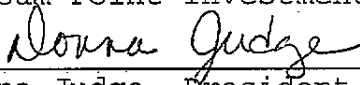
TENTH: The Effective Date shall be the date of the execution of these Articles of Merger and the acceptance for filing by the State of Maryland and the State of Florida.

IN WITNESS WHEREOF, Possum Point Investment Corp., 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 15th day of December, 1999.

ATTEST:

  
Assistant Secretary

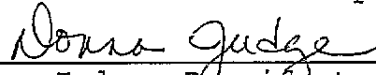
Possum Point Investment Corp.

By:   
Donna Judge, President

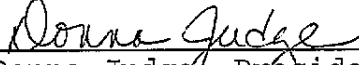
ATTEST:

  
Assistant Secretary


Twin Ponds Duck Club Corporation

By:   
Donna Judge, President

THE UNDERSIGNED, President of Possum Point Investment Corp., 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.

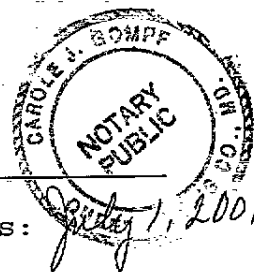
  
Donna Judge, President

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

I HEREBY CERTIFY, that on this 15 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 Possum Point Investment Corp., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Possum Point Investment Corp., 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.

Carol J. Bompe  
Notary Public  
My commission expires:



Possum Point Investment Corp.  
A Florida Corporation

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

December 15, 1999

The undersigned, constituting all of the Directors of Possum Point Investment Corp., 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, the and the same is hereby advised to be in the best interest of the corporations 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 of 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

Possum Point Investment Corp.  
BOARD OF DIRECTORS:

Donna Judge  
Donna Judge

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

PLAN OF MERGER

Possum Point Investment Corp.  
A Florida Corporation with Twin Ponds Duck Club Corporation  
A Maryland Corporation

December 15, 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: Possum Point Investment Corp., 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.

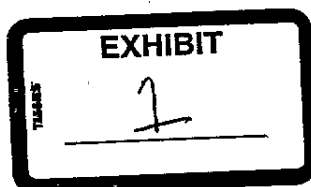
IN WITNESS WHEREOF, Possum Point Investment Corp, a Florida Corporation and Twin Ponds Duck Club Corporation, a Maryland Corporation have caused this Plan of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Assistant Secretaries as of the 15th day of December, 1999.

ATTEST:

Possum Point Investment Corp

\_\_\_\_\_  
Assistant Secretary

By: \_\_\_\_\_  
Donna Judge, President





## Articles of Merger

POSSUM POINT INVESTMENT CORP.  
a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION  
a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 15th 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 Possum Point Investment Corp., 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 Possum Point Investment Corp., a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on March 25, 1985, having been assigned corporate document number H48757.

FOURTH: The Articles of Incorporation of the Surviving Corporation shall remain in the full force and effect.

FIFTH: Possum Point Investment Corp., 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.

EXHIBIT

2

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 six hundred and ninety-four (694) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Possum Point Investment Corp., 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 Possum Point Investment Corp., issued and outstanding on the Effective Date shall be converted into 32.7 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. Possum Point Investment Corp., 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 15, 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 15, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein.

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, Possum Point Investment Corp., 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 15th day of December, 1999.

ATTEST:

Possum Point Investment Corp.

\_\_\_\_\_  
Assistant Secretary

By: \_\_\_\_\_  
Donna Judge, President

ATTEST:

Twin Ponds Duck Club Corporation

\_\_\_\_\_  
Assistant Secretary

By: \_\_\_\_\_  
Donna Judge, President

THE UNDERSIGNED, President of Possum Point Investment Corp., 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 Possum Point Investment Corp., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Possum Point Investment Corp., 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  
Possum Point Investment Corp.  
A Florida Corporation

December 15, 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 Possum Point Investment Corp., 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

POSSUM POINT INVESTMENT CORP.

a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION

a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 15th 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 Possum Point Investment Corp., 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 Possum Point Investment Corp., a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on March 25, 1985, having been assigned corporate document number H48757.

FOURTH: The Articles of Incorporation of the Surviving Corporation shall remain in the full force and effect.

FIFTH: Possum Point Investment Corp., 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.

EXHIBIT

1

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 six hundred and ninety-four (694) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Possum Point Investment Corp., 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 Possum Point Investment Corp., issued and outstanding on the Effective Date shall be converted into 32.7 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. Possum Point Investment Corp., 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 15, 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 15, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein.

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, Possum Point Investment Corp., 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 15th day of December, 1999.

ATTEST:

\_\_\_\_\_  
Assistant Secretary

Possum Point Investment Corp.

By: \_\_\_\_\_  
Donna Judge, President

ATTEST:

\_\_\_\_\_  
Assistant Secretary

Twin Ponds Duck Club Corporation

By: \_\_\_\_\_  
Donna Judge, President

THE UNDERSIGNED, President of Possum Point Investment Corp., 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, tile 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 Possum Point Investment Corp., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Possum Point Investment Corp., 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:

Possum Point Investments, Corp.  
A Florida Corporation

Unanimous Informal Action Of Stockholders Approving  
Articles of Merger

December 15, 1999

The undersigned, constituting all of the stockholders of Possum Point Investments, Corp., 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

Possum Point Investment Corp.  
A Florida Corporation with Twin Ponds Duck Club Corporation  
A Maryland Corporation

December 15, 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: Possum Point Investment Corp., 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.

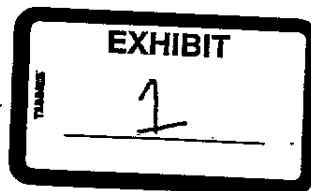
IN WITNESS WHEREOF, Possum Point Investment Corp, a Florida Corporation and Twin Ponds Duck Club Corporation, a Maryland Corporation have caused this Plan of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Assistant Secretaries as of the 15th day of December, 1999.

ATTEST:

Possum Point Investment Corp

\_\_\_\_\_  
Assistant Secretary

By: \_\_\_\_\_  
Donna Judge, President



Articles of Merger

POSSUM POINT INVESTMENT CORP.

a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION

a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 15th 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 Possum Point Investment Corp., 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 Possum Point Investment Corp., a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on March 25, 1985, having been assigned corporate document number H48757.

FOURTH: The Articles of Incorporation of the Surviving Corporation shall remain in the full force and effect.

FIFTH: Possum Point Investment Corp., 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.

EXHIBIT

2

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 six hundred and ninety-four (694) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Possum Point Investment Corp., 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 Possum Point Investment Corp., issued and outstanding on the Effective Date shall be converted into 32.7 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. Possum Point Investment Corp., 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 15, 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 15, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein.

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, Possum Point Investment Corp., 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 15th day of December, 1999.

ATTEST:

Possum Point Investment Corp.

\_\_\_\_\_  
Assistant Secretary

By: \_\_\_\_\_  
Donna Judge, President

ATTEST:

Twin Ponds Duck Club Corporation

\_\_\_\_\_  
Assistant Secretary

By: \_\_\_\_\_  
Donna Judge, President

THE UNDERSIGNED, President of Possum Point Investment Corp., 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, tile 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 Possum Point Investment Corp., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Possum Point Investment Corp., 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 By Stockholders Approving  
Articles Of Merger**

**December 15, 1999**

The undersigned, constituting all of the stockholders of Twin Ponds 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

POSSUM POINT INVESTMENT CORP.  
a Florida Corporation

and

TWIN PONDS DUCK CLUB CORPORATION  
a Maryland Corporation

THESE ARTICLES OF MERGER, dated as of the 15th 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 Possum Point Investment Corp., 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 Possum Point Investment Corp., a Florida corporation whose Articles of Incorporation were filed with the Secretary of State for the State of Florida on March 25, 1985, having been assigned corporate document number H48757.

FOURTH: The Articles of Incorporation of the Surviving Corporation shall remain in the full force and effect.

FIFTH: Possum Point Investment Corp., 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.

EXHIBIT

1

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 six hundred and ninety-four (694) shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging the issued stock of Possum Point Investment Corp., 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 Possum Point Investment Corp., issued and outstanding on the Effective Date shall be converted into 32.7 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. Possum Point Investment Corp., 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 15, 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 15, 1999. The stockholders unanimously voted to waive any rights of notice and to approve the Articles of Merger as set forth herein.

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, Possum Point Investment Corp., 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 15th day of December, 1999.

ATTEST:

Possum Point Investment Corp.

\_\_\_\_\_  
Assistant Secretary

By: \_\_\_\_\_  
Donna Judge, President

ATTEST:

Twin Ponds Duck Club Corporation

\_\_\_\_\_  
Assistant Secretary

By: \_\_\_\_\_  
Donna Judge, President

THE UNDERSIGNED, President of Possum Point Investment Corp., 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 Possum Point Investment Corp., and Twin Ponds Duck Club Corporation, a body corporate as aforesaid, and Michael R. Foster who acknowledges himself to be Assistant Secretary of Possum Point Investment Corp., 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: