

H50836

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Blue Stone Real Estate

700002656627--6

-10/06/98-01030-023

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

98 OCT - 8 PM 4:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
Signature

Doc 10/6

Requested by:

Cher 10.6 1104

Name

Date

Time

Walk-In

Will Pick Up

DIVISION OF CORPORATION

98 OCT - 6 AM 11:17

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 6, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: BLUE STONE REAL ESTATE, CONSTRUCTION AND  
DEVELOPMENT CORPORATION  
Ref. Number: H50836

We have received your document for BLUE STONE REAL ESTATE,  
CONSTRUCTION AND DEVELOPMENT CORPORATION and your check(s)  
totaling \$70.00. However, the enclosed document has not been filed and is being  
returned for the following correction(s):

Our records show the mergering corporation name to be MONEY SOURCE  
ONE, MORTGAGE CORP., please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or  
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please  
(850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 498A00049677

RECEIVED  
98 OCT -6 PM 3:21  
DIVISION OF CORPORATIONS

*Corrected*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MONEY SOURCE ONE, MORTGAGE CORP., J20089

INTO

**BLUE STONE REAL ESTATE, CONSTRUCTION AND DEVELOPMENT  
CORPORATION**, a Florida corporation, H50836.

File date: October 6, 1998

Corporate Specialist: Teresa Brown

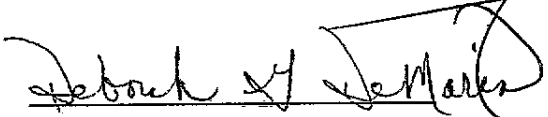
**ARTICLES OF MERGER**

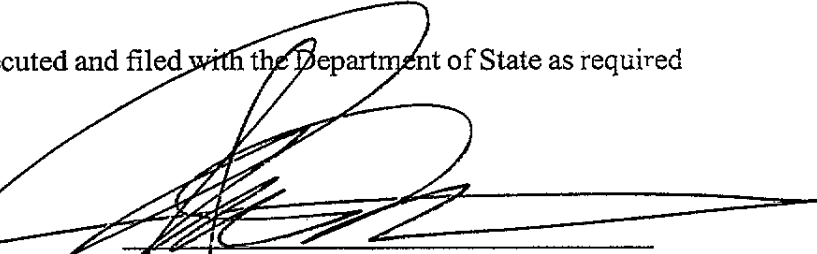
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98 OCT -6 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER by and between BLUE STONE REAL ESTATE, CONSTRUCTION AND DEVELOPMENT CORPORATION, a corporation organized under the laws of the State of Florida, ("BLUE STONE"), with its principal office located at 11036 Spring Hill Drive, Spring Hill, Hernando County, Florida, hereinafter sometimes called the surviving corporation, and MONEY SOURCE ONE, MORTGAGE CORP., a corporation organized under the laws of the State of Florida, ("MONEY SOURCE"), with its principal office located at 11034 Spring Hill Drive, Spring Hill, Hernando County, Florida, hereinafter sometimes called the absorbed corporation this 1<sup>st</sup> day of October, 1998.

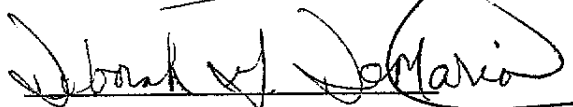
1. The Plan of Merger is attached hereto and incorporated herein by reference.
2. The effective date of the merger shall be October 1, 1998 or the date of the filing of these Articles, whichever is later.
3. All shareholders and directors of Blue Stone unanimously approved the Plan of Merger.
4. All shareholders of Money Source unanimously approved the Plan of Merger.
5. The Plan of Merger was adopted by the Board of Directors and Shareholders on October 1, 1998.
6. These Articles are being executed and filed with the Department of State as required by F.S. 607.1105 and F.S. 607.0120.

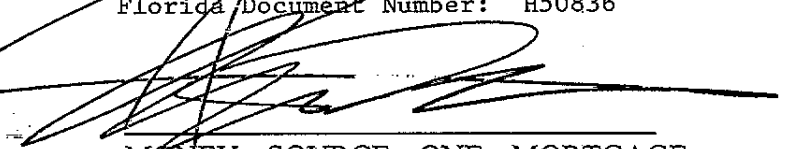
Attest:

  
By: Deborah G. DeMaria  
Its: Secretary

  
BLUE STONE REAL ESTATE,  
CONSTRUCTION AND DEVELOPMENT  
CORPORATION, the surviving corporation  
By: James DeMaria  
Its: Shareholder, Director, President  
FEI Number: 59-2515235  
Florida Document Number: H50836

Attest:

  
By: Deborah G. DeMaria  
Its: Secretary

  
MONEY SOURCE ONE MORTGAGE  
CORP., the absorbed corporation  
By: James DeMaria  
Its: Shareholder, Director, President  
FEI Number: 59-2692776  
Florida Document Number: J20089

## **PLAN OF MERGER**

THIS AGREEMENT made this 1st day of October, 1998, between Blue Stone Real Estate, Construction and Development Corporation ("Blue Stone") a corporation organized and existing under the laws of the State of Florida and Money Source One, Mortgage Corp, "Money Source"), a corporation organized and existing under the laws of the State of Florida.

### **1. The Entities**

A. Money Source shall be the absorbed corporation, and all references in this plan of merger to absorbed corporation or "target" shall be to Money Source.

B. Blue Stone shall be the surviving corporation which owns all of the issued and outstanding stock of the above-named subsidiary corporation. All references to "surviving corporation" or "acquirer" shall refer to Blue Stone.

### **2. Management**

A. The Articles of Incorporation of Blue Stone shall continue to be its Articles of Incorporation following the effective date of the merger, until the same shall be altered or amended.

B. The Bylaws of Blue Stone shall continue to be its Bylaws following the effective date of the merger, until the same shall be altered or amended.

C. The officers and directors of Blue Stone in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of the surviving corporation for the term elected until their respective successors shall be elected or appointed and qualified.

### **3. Rights and Privileges**

A. On the effective date of the merger, Blue Stone shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the subsidiary corporation. All of the property, real, personal and mixed and all debts due on whatever account and all other choses in action and all and every other interest of or belonging to or due to the subsidiary corporation shall be deemed to be transferred to and vested in Blue Stone without further act or deed, and the title to any property or any interest therein, vested in the subsidiary corporation shall not revert or be in any way impaired by reason of the merger.

B. On the effective date of the merger, Blue Stone shall be deemed responsible and liable for all the liabilities and obligations of the subsidiary corporation; and any claims existing by or against the subsidiary corporation may be prosecuted to judgment as if the merger had no taken place or Blue Stone may be substituted in place of the subsidiary corporation. The rights of the creditors shall not be impaired by this merger. Blue Stone shall execute and deliver any and all documents which may reasonably be required for it to assume or otherwise comply with the outstanding

obligations of the subsidiary corporation.

4. Conversion of Shares

A. On the effective date of the merger, each share of the common stock of the absorbed corporation issued and outstanding shall be converted into one share of the common stock of Blue Stone, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. No fractional shares of the surviving corporation shall be issued.

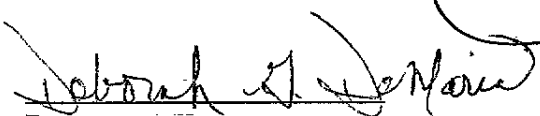
5. Blue Stone shall pay all the expenses of accomplishing this merger.

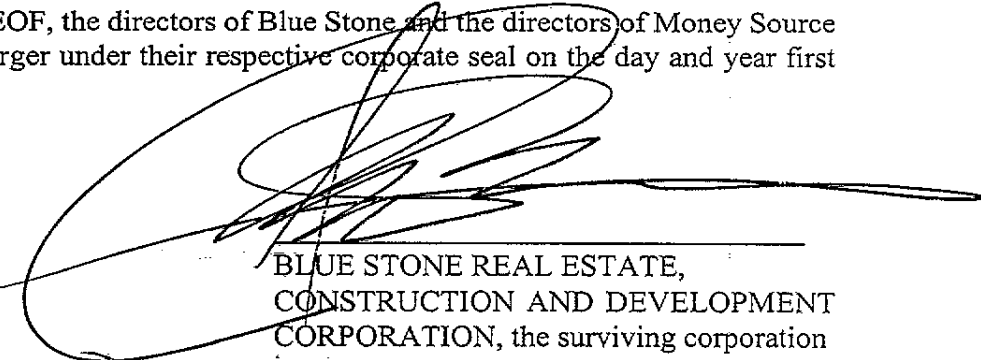
6. If at any time Blue Stone shall consider that any further assignment or assurances in law are necessary or desirable to vest or to perfect title of record to any property of the absorbed corporation or to otherwise carry out the provision hereof, the proper officers and directors of the absorbed corporation as of the effective date of the merger shall execute and deliver any and all such assignments and assurances and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Blue Stone and to otherwise carry out the provisions hereof.

7. The effective date of the merger shall be the date of filing the Articles of Merger.

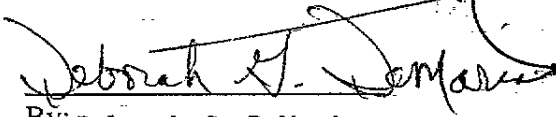
IN WITNESS WHEREOF, the directors of Blue Stone and the directors of Money Source have executed this plan of merger under their respective corporate seal on the day and year first above written.

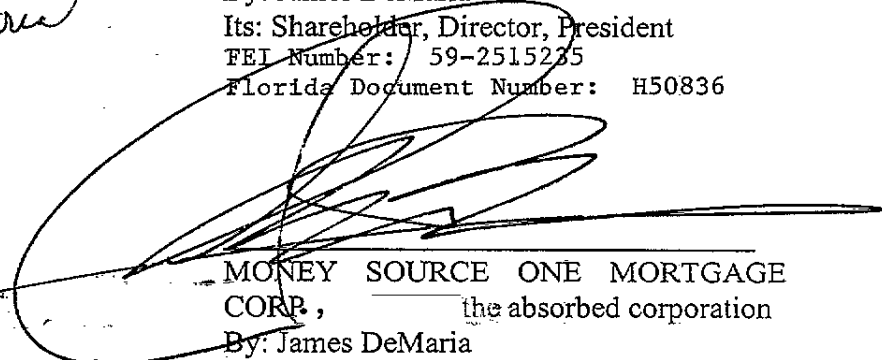
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By: Deborah G. DeMaria  
Its: Secretary

  
BLUE STONE REAL ESTATE,  
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By: James DeMaria  
Its: Shareholder, Director, President  
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FEI Number: 59-2692776  
Florida Document Number: J20089