

# H54085

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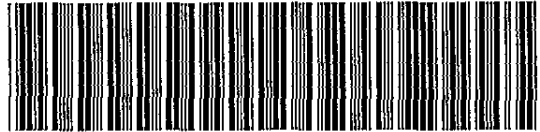
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TALLAHASSEE, FLORIDA

02 DEC 30 PM 3:06

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 DEC 30 PM 3:16

merger

T BROWN DEC 31 2002

**CT CORPORATION**

December 30, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5756651 SO  
Customer Reference 1: 694010-1  
Customer Reference 2: .

Dear Secretary of State, Florida:

Please file the attached:

VERO DUNES VENTURER, INC. (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VERO DUNES VENTURER, INC., a Florida entity, H54085

INTO

**SUNBEAM AMERICAS HOLDINGS, LIMITED.** a Delaware entity not qualified  
in Florida

File date: December 30, 2002

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER  
OF  
VERO DUNES VENTURER, INC.

FILED  
02 DEC 30 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND

SUNBEAM AMERICAS HOLDINGS, LIMITED

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. The Plan of Merger attached hereto as Exhibit "A" and made a part hereof by reference, for merging Vero Dunes Venturer, Inc., a Florida corporation ("Vero Dunes"), with and into Sunbeam Americas Holdings, Limited, a Delaware corporation ("Sunbeam"), was approved by the Board of Directors of Vero Dunes on December 19, 2002 and adopted by Written Consent of the Board of Directors of Sunbeam on December 19, 2002.

2. The merger of Vero Dunes with and into Sunbeam is permitted by the laws of the jurisdiction of organization of Sunbeam and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Sunbeam was December 19, 2002.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be as of the date of filing these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, Sunbeam Americas Holdings, Limited and Vero Dunes  
Venturer, Inc. have caused these Articles of Merger to be executed this 19th day of December,  
2002.

SUNBEAM AMERICAS HOLDINGS, LIMITED

By: Robert P. Totte  
Robert P. Totte  
Vice President, Taxes

VERO DUNES VENTURER, INC.

By: Robert P. Totte  
Robert P. Totte  
Vice President, Taxes

EXHIBIT "A"  
PLAN OF MERGER

1. Sunbeam Americas Holdings, Limited, a Delaware corporation ("Sunbeam"), the parent corporation and the owner of all of the issued and outstanding shares of capital stock of Vero Dunes Venturer, Inc., a Florida corporation ("Vero Dunes"), hereby merges Vero Dunes with and into Sunbeam pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA") and pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL").

2. The separate existence of Vero Dunes shall cease at the effective time and date of the merger pursuant to Section 607.1106 of the FBCA; and Sunbeam shall continue its existence as the surviving corporation pursuant to the provisions of the DGCL.

3. Each issued and outstanding share of capital stock of Vero Dunes shall be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor.

4. The Board of Directors and the proper officers of Sunbeam are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.