

#62160



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 646900 7141972

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 35.00

FILED
97 DEC 23 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 23, 1997

ORDER TIME : 12:04 PM

ORDER NO. : 646900-005

400002381124--9

CUSTOMER NO: 7141972

CUSTOMER: William K. Gordon, Esq.
William K. Gordon, Esq.
303 State Road 26

EFFECTIVE DATE
12-31-97

Melrose, FL 32666

ARTICLES OF MERGER

HIDE A WAY ACRES, INC.
REDWATER LAKE ESTATES, INC.

INTO

BARDIN PROPERTIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 23 PM 1:11

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

Hepler
12/23/97

H62160

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HIDE A WAY ACRES, INC., a Florida corporation, document number H62161

REDWATER LAKE ESTATES, INC., a Florida corporation, document number
H62162

INTO

BARDIN PROPERTIES, INC., a Florida corporation, H62160.

File date: December 23, 1997 , effective December 31, 1997

Corporate Specialist: Karen Gibson

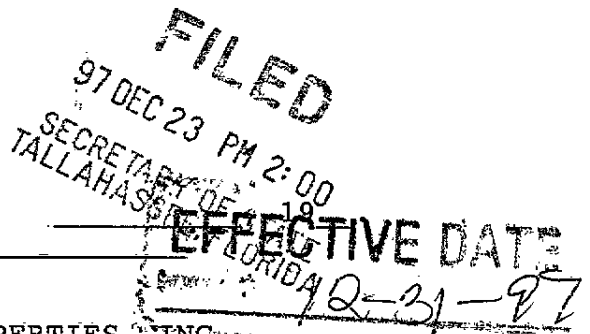
Account number: 072100000032

Account charged: 105.00

Articles of Merger

To: Department of State
Tallahassee, Florida 32304

Date paid:
Filing Fee \$



ARTICLES OF MERGER OF BARDIN PROPERTIES, INC.,

Pursuant to the provisions of Section 607.1105 of the Florida General Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

1. The names of the corporations which are parties to the within merger are HIDE A WAY ACRES, INC., and REDWATER LAKE ESTATES, INC. and BARDIN PROPERTIES, INC. BARDIN PROPERTIES, INC., is the surviving corporation.

2. The following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act:

PLAN OF MERGER

Plan of merger dated December 1, 1997, between BARDIN PROPERTIES, INC., a Fla. corp., hereafter called the surviving corporation, and HIDE A WAY ACRES, INC., a Fla. corp, and REDWATER LAKE ESTATES, INC., a Fla. corp., hereafter called the absorbed corporations.

STIPULATIONS

A. BARDIN PROPERTIES, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 161 Floridandy Road, Hawthorne, Putnam County, Florida 32640.

B. BARDIN PROPERTIES, INC. has a capitalization of ONE HUNDRED (100) authorized shares of FIFTY and NO/100 DOLLARS (\$50.00) par value common stock per share of which 100 shares are issued.

C. HIDE A WAY ACRES, INC. is a corporation organized and existing under the laws of the State of Florida REDWATER LAKE ESTATES, INC., is a corporation organized and existing under the laws of the State of Florida, both with their principal offices at 161 Floridandy Road, Hawthorne, Putnam County, Florida 32640.

D. HIDE A WAY ACRES, INC., has a capitalization of ONE HUNDRED (100) authorized shares of FIFTY and NO/100 DOLLARS (\$50.00) par value common stock per share of which 100 shares are issued. REDWATER LAKES ESTATES, INC., has a capitalization

of ONE HUNDRED (100) authorized shares of FIFTY and NO/100 (\$50.00) par value common stock per share of which 100 shares are issued.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that HIDE A WAY ACRES, INC., and REDWATER LAKE ESTATES, INC. be merged into BARDIN PROPERTIES, INC. pursuant to the provisions of Sections 607.214 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

Section One. Merger. HIDE A WAY ACRES, INC., and REDWATER LAKES ESTATES, INC., shall merge with and into BARDIN PROPERTIES, INC., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporations shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporations, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporations, and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporations into shares, of the surviving corporation is as follows:

(a) Each ONE HUNDRED (100) share of the FIFTY DOLLARS (\$50.00) par value common stock of HIDE A WAY ACRES, INC., issued and outstanding on the effective date of the merger shall be converted into TWENTY (20) shares of the FIFTY DOLLARS (\$50.00) par value common stock of BARDIN PROPERTIES, INC.

(b) Each ONE HUNDRED (100) share of the FIFTY DOLLARS (\$50.00) par value common stock of REDWATER LAKES ESTATES, INC, issued and outstanding on the effective date of the merger shall be converted into TWENTY (20) shares of the FIFTY DOLLARS (\$50.00) par value common stock of BARDIN PROPERTIES, INC.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation BARDIN

PROPERTIES, INC. shall continue to be its articles of incorporation following the effective date of the merger or are hereby amended and changed as follows:

Section Five. Changes in Bylaws. The bylaws of the surviving corporation BARDIN PROPERTIES, INC. shall continue to be its bylaws following the effective date of the merger in the following respects:

Section Six. Directors and Officers. The directors and officers of the surviving corporation BARDIN PROPERTIES, INC., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 12, 1997, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Eight. Effective Date of Merger. The effective date of this merger shall December 31, 1997.

Section Ten. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

/s/

F. BROOKS HERMAN, President,
Secretary, Sole Director and 100%
shareholder of BARDIN PROPERTIES,
INC.

/s/

F. BROOKS HERMAN, President,
Secretary, Sole Director and 100%
shareholder of HIDE A WAY ACRES,
INC.

/s/

F. BROOKS HERMAN, President,
Secretary, Sole Director and 100%
shareholder of REDWATER LAKES
ESTATES, INC.

3. As to each of the undersigned corporations, the number of

shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Entitle to Vote as a Class

Name of Corporation	Total Number of Shares Outstanding	Designation of Class	Number of Shares
BARDIN PROP. INC.	100	Common	100
HIDE A WAY ACRES, INC.	100	Common	100
REDWATER LAKE ESTATES, INC.	100	Common	100

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, the number of shares voted for and against the plan, respectively, are as follows:

Number of Shares

Name of Corporation	Total Voted For	Total Voted Against	Class	Entitled to vote as a class Voted For	Voted Against
BARDIN PROPERTIES, INC.	100	-0-	Common	100	-0-
HIDE A WAY ACRES, INC.	100	-0-	Common	100	-0-
REDWATER LAKE ESTATES INC.	100	-0-	Common	100	-0-

5. The effective date of the merger shall be December 31, 1997.

Dated December 19th, 1997.

By: F. Brooks Herman
F. BROOKS HERMAN, Pres. of
BARDIN PROPERTIES, INC.

F. Brooks Herman
F. BROOKS HERMAN, Secy. of
BARDIN PROPERTIES, INC.

By: F. Brooks Herman
F. BROOKS HERMAN, Pres. of
HIDE A WAY ACRES, INC.

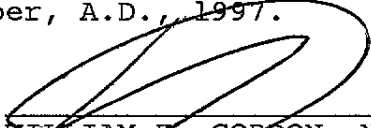
F. Brooks Herman
F. BROOKS HERMAN, Secy. of
HIDE A WAY ACRES, INC.

By: F. Brooks Herman
F. BROOKS HERMAN, Pres. of
REDWATER LAKE ESTATES, INC.
F. Brooks Herman
F. BROOKS HERMAN, Secy. of
REDWATER LAKE ESTATES, INC.

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared F. BROOKS HERMAN, to me known to be the person described in (or produced as identification) and who executed the foregoing instrument, and he acknowledged before me that he executed the same and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of December, A.D., 1997.


WILLIAM K. GORDON, NOTARY
Notary Public
State of Florida
My Commission expires:

File #97-370

