



515995

ACCOUNT NO. : 072100000032

REFERENCE : 761104 7351850

AUTHORIZATION :

Patricia Piggett

COST LIMIT : \$ 78.75

ORDER DATE : September 26, 2002

ORDER TIME : 5:54 PM

ORDER NO. : 761104-005

CUSTOMER NO. : 7351850

4000008126574--2

CUSTOMER: Frank J. Eicher, President
Gulf Paradise Corporation
17590 Boat Club Drive

Fort Myers, FL 33908

ARTICLES OF MERGER

EICHERS, INC.

INTO

GULF PARADISE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

JAMELA ABAIED

CONTACT PERSON:

~~Ginger Simmons~~

EXAMINER'S INITIALS:

10/1/02
merger
sp

FILED
02 SEP 30 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

EICHER'S, INC., a nonqualified Iowa corp.

INTO

GULF PARADISE CORPORATION, a Florida entity, J15995

File date: September 30, 2002

Corporate Specialist: Susan Payne

Account number: 072100000032

Amount charged: 78.75

FILED

02 SEP 30 PM 4:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
EICHERS, INC., AN IOWA CORPORATION,
INTO
GULF PARADISE CORPORATION, A FLORIDA CORPORATION

ARTICLES OF MERGER between Gulf Paradise Corporation, a Florida corporation, and Eicher's, Inc., an Iowa corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Florida Act") and §1105 of the Iowa Business Corporation (the "Iowa Act"), Gulf Paradise Corporation (Florida) and Eicher's, Inc. (Iowa), adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated September 25, 2002 ("Plan of Merger"), between Gulf Paradise Corporation (Florida) and Eicher's, Inc. (an Iowa Corporation) was approved and adopted by the shareholders of Gulf Paradise Corporation (Florida) on September 25, 2002, and was adopted by the shareholders of Eicher's, Inc. (Iowa) on September 25, 2002.
2. The designation, number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger as to each corporation is as follows:

<u>Designation of Group</u>	<u>Shares Outstanding</u>	<u>Number of Votes</u>
Gulf Paradise Corporation (Florida) Shareholders Common Stock	10,000	10,000
Eicher's, Inc. (Iowa) Shareholders' Common Stock	1,010	1,010

3. The total number of votes cast for and against the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger is as follows:

<u>Voting Group</u>	<u>Voting For</u>	<u>Voting Against</u>
Gulf Paradise Corporation (Florida) Shareholders Common Stock	10,000	- 0 -
Eicher's, Inc. (Iowa) Shareholders Common Stock	1,010	- 0 -

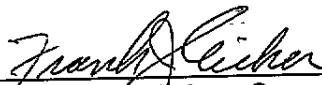
4. Under the Plan of Merger, all issued and outstanding shares of the Iowa Corporation's stock will be acquired by means of a merger of Eicher's, Inc. (Iowa Corporation) into Gulf Paradise Corporation (Florida Corporation) with Gulf Paradise Corporation (Florida), the surviving corporation (the "Merger").

5. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.
6. The date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida and the Secretary of State of Iowa.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on
September 25, 2002.

ATTEST:

Gulf Paradise Corporation, A Florida Corporation




Frank J. Eicher, Secretary



Frank J. Eicher, President

ATTEST:

Eicher's, Inc., an Iowa Corporation



Frank J. Eicher, Secretary



Frank J. Eicher, President

PLAN OF MERGER

This Plan of Merger dated September 25th, 2002, by and between Eicher's, Inc. and Gulf Paradise Corporation, such corporations being hereinafter collectively referred to as the "Constituent Corporations",

WITNESSETH:

WHEREAS, Gulf Paradise Corporation (hereafter "Subsidiary") is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on May 12, 1986, and having 10,000 shares of common stock, issued and outstanding, and the holders of all such shares are entitled to vote on this Plan of Merger; and

WHEREAS, Seville Corporation (hereafter "Parent Corporation") is a corporation duly organized and existing under the laws of the State of Iowa, having been incorporated on April 1, 1969 and currently owning 100% of the shares of Subsidiary;

WHEREAS, Eicher's, Inc. (hereafter "Target") is a corporation duly organized and existing under the laws of the State of Iowa, having been incorporated on October 1, 1959, and having 1,010 shares of common stock, issued and outstanding and all such shares are entitled to vote on this Plan of Merger; and

WHEREAS, the respective boards of directors of Subsidiary and Target deem it advisable and for the best interests of said Corporations that Target be merged with and into Subsidiary as the surviving Corporation as authorized by the statutes of the State of Iowa under and pursuant to the terms and conditions thereafter set forth, and for shares of capital stock of Parent Corporation held by Subsidiary at the Effective Date (as hereinafter defined) to be exchanged for shares of Target, and each such board has duly approved this Plan of Merger (this "Plan"); and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the mode of carrying the same into effect, the manner and basis of exchanging the shares of Target into shares of the Parent Corporation held by Subsidiary and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval of adoption of the Plan by the requisite vote of the Stockholders of each Constituent Corporation, and subject to the conditions hereinafter set forth, as follows:

ARTICLE I MERGER AND NAME OF SURVIVING CORPORATION

At the Effective Date, as hereinafter defined, Target, shall be merged with and into Subsidiary, which is hereby designated as the "Surviving Corporation", which shall not be a new corporation, which shall continue its corporate existence as a Florida Corporation to be governed by the laws of the State of Florida, which shall continue to be so named and which shall maintain a registered office in the State of Florida.

ARTICLE II TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) At the Effective Date:

(1) The Constituent Corporation shall be a single corporation, which shall be Subsidiary, the Corporation designated herein as the Surviving Corporation.

(2) The separate existence of Target shall cease.

(3) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and all and singular, the rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to either Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporation, and the title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

(4) All corporate acts, plans, policies, contracts, approvals and authorizations of Target and its Stockholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior

to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Target.

(5) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

(b) The board of directors and the officers of Subsidiary as of the Effective Date shall be:

Board of Directors

Frank J. Eicher
Maxine Lester

<u>Name</u>	<u>Position</u>
Frank J. Eicher	President
Maxine Lester	Vice President
Maxine Lester	Secretary
Frank J. Eicher	Treasurer

ARTICLE III
MANNER AND BASIS OF CONVERTING SHARES AND
RELATED PROVISIONS

The manner and basis of converting the issued and outstanding shares of each Constituent Corporation into shares of the Surviving Corporation and the mode of carrying the merger into effect are as follows:

(a) Each share of Target Stock outstanding at the Effective Date shall be converted into one (1) share of Parent Corporation stock without any action on the part of the holder thereof. After the Effective Date, each holder of an outstanding certificate or certificates which, prior thereto, represented shares of Target Common Stock shall be entitled, upon surrender thereof to receive in exchange therefore a certificate or certificates representing the number of whole shares of Parent Corporation Stock into or for which his shares have been converted or exchanged;

Until surrendered, each outstanding certificate which, prior to the Effective Date represented shares of Target Common Stock shall for all purposes evidence the ownership of the shares of Parent Corporation Stock into or for which such shares have been so converted or exchanged.

(b) All shares of Stock into which shares of Target Common Stock shall have been converted pursuant to this Article III shall be issued in full satisfaction of all rights pertaining to such converted shares.

ARTICLE IV CERTIFICATE OF INCORPORATION AND BY-LAWS

(a) The Certificate of Incorporation of Subsidiary as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the Certificate of Incorporation of the Surviving Corporation until amended in the manner provided by law.

(b) The By-Laws of Subsidiary as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the By-laws of the Surviving Corporation until amended in the manner provided by law.

ARTICLE V OTHER PROVISIONS WITH RESPECT TO MERGER

(a) This plan shall be submitted to the Stockholders of each Constituent Corporation as provided by the applicable laws of the State of Iowa and Florida. After the approval or adoption thereof by the Stockholders of each Constituent Corporation in accordance with the requirements of the laws of the State of Iowa and Florida, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of the State of Iowa and Florida.

(b) This plan may be terminated at any time prior to the Effective Date, whether before or after action thereon by the Stockholders of the Constituent Corporation, by mutual consent of the Constituent Corporation, expressed by action of their respective board of directors.

ARTICLE VI APPROVAL AND EFFECTIVE TIME OF THE MERGER

(a) The merger shall become effective when all the following actions shall have been taken:

(1) This plan shall be adopted and approved on behalf of each Constituent Corporation in accordance with the Iowa Business Corporation Act; and

(2) Articles of Merger (with this Plan attached as part thereof), setting forth the information required by, and executed and verified in accordance with, the Iowa Business Corporation Act, shall be filed in the office of the Secretary of State of the State

of Iowa (the particular time and date at which such filing shall be accomplished being herein referred to as the "Effective Date").

(b) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

(c) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Iowa.

(c) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals the 25th day of September, 2002.

GULF PARADISE CORPORATION

BY: Frank J. Eicher
Frank J. Eicher, President

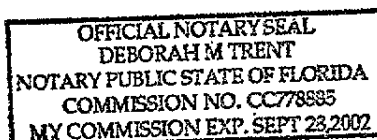
EICHER'S, INC.

BY: Frank J. Eicher
Frank J. Eicher, President

STATE OF FLORIDA }
Lee COUNTY } SS:

On this 25th day of September, 2002, before me, personally came Frank J. Eicher, to me known, who being by me duly sworn, did depose and say that he is the President of Gulf Paradise Corporation, the corporation described in and which executed the foregoing instrument, and that he signed his name thereto by order of the board of directors of said corporation.

Deborah M. Trent
Notary Public in and for the State of Florida.



STATE OF FLORIDA

Lee COUNTY

} SS:

On this 25th day of September, 2002, before me, personally came Frank J. Eicher, to me known, who being by me duly sworn, did depose and say that he is the President of Eicher's, Inc., the corporation described in and which executed the foregoing instrument, and that he signed his name thereto by order of the board of directors of said corporation.

Deborah M Trent
Notary Public in and for the State of Florida.

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