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February 5, 1997

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger

Dear Sir:

Please find enclosed an original and one copy of the Articles of Merger for Residences at Jupiter Harbour, Inc. and Jupiter Harbour Trading Company, along with a check in the amount of \$122.50 to cover the filing and certified copy fees.

Please return a certified copy of the Articles of Merger to the undersigned after they have been filed.

Very truly yours,

*Robert B. Cook*  
Robert B. Cook

RBC:rj  
Enclosures

SH 2/4  
Merger

FILED  
97 FEB 10 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**RESIDENCES AT JUPITER HARBOUR, INC.,** a Florida corporation, K01476

**INTO**

**JUPITER HARBOUR TRADING COMPANY,** a Florida corporation, J18419

File date: February 10, 1997

Corporate Specialist: Steven Harris

ARTICLES OF MERGER  
OF  
RESIDENCES AT JUPITER HARBOUR, INC.  
INTO  
JUPITER HARBOUR TRADING COMPANY

FILED  
97 FEB 10 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED president of both RESIDENCES AT JUPITER HARBOUR, INC., and JUPITER HARBOUR TRADING COMPANY, both Florida corporations, pursuant to Florida Statutes 607.1105, does hereby affirm the adoption of the following Articles of Merger for the aforesaid corporations:

ARTICLE I - PLAN OF MERGER

RESIDENCES AT JUPITER HARBOUR, INC., a Florida corporation, agreed to merge into JUPITER HARBOUR TRADING COMPANY, a Florida corporation, pursuant to a plan of merger adopted by the unanimous vote of their respective Board of Directors, at a duly noticed joint meeting of the Board of Directors of both Corporations held on January 2, 1997. Each shareholder of RESIDENCES AT JUPITER HARBOUR, INC. shall receive one (1) share of JUPITER HARBOUR TRADING COMPANY for each share of stock they held in RESIDENCES AT JUPITER HARBOUR, INC. The name of the surviving Corporation is JUPITER HARBOUR TRADING COMPANY and its Articles of Incorporation will not differ from the form of its Articles of Incorporation before the effective date of the merger. Each shareholder of JUPITER HARBOUR TRADING COMPANY whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after the effective date of the merger. Accordingly, pursuant to the provisions of Florida Statutes 607.1103(7), action on the plan of merger by the shareholders of the Corporations is not required.

**ARTICLE II - EFFECTIVE DATE OF MERGER**

The effective date of the merger shall be the date upon which these Articles of Merger are filed with the Secretary of State of Florida.

Dated: This 3rd day of February, 1997.

**RESIDENCES AT JUPITER HARBOUR, INC.**

By: Robert B Cook  
Robert B. Cook, President

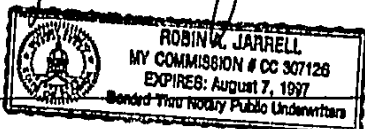
**JUPITER HARBOUR TRADING COMPANY**

By: Robert B Cook  
Robert B. Cook, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Merger were sworn to and acknowledged before me this 3rd day of February, 1997 by Robert B. Cook, who is personally known to me as the president of both RESIDENCES AT JUPITER HARBOUR, INC. and JUPITER HARBOUR TRADING COMPANY.

Robert Jarrell, Notary Public, Commission No. \_\_\_\_\_



\_\_\_\_\_, Name of Notary (typed, printed or stamped)