

# J70250

## BUCKINGHAM, DOOLITTLE & BURROUGHS

A REGISTERED LIMITED LIABILITY PARTNERSHIP

5551 Ridgewood Drive, Suite 201  
Naples, FL 34108  
Telephone 941/591-3232 Fax 941/591-2584  
<http://www.prgone.com/bdb/>

200002401792-1  
-01/15/98--01079--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

December 8, 1997

Secretary of State  
Division of Corporations - Limited Partnership Section  
PO Box 6327  
Tallahassee, Florida 32314  
Attention: Brenda

FILED  
DEC 31 PM 5:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
1/1/98

**RE: Certificates of Cancellation for Gopher Ridge I Limited Partnership  
and Gopher Ridge II Limited Partnership: Articles of Merger for  
Exland, Inc. and Collier Tec, Inc.**

Dear Brenda:

On January 29, 1997, the Florida Secretary of State inadvertently canceled the Certificate of Limited Partnership for Gopher Ridge I Limited Partnership. The same error occurred with respect to Gopher Ridge II Limited Partnership on January 30, 1997. For your reference, I have enclosed copies of the Certificates of Cancellation issued with respect to these partnerships. (These certificates should have been canceled as of January 1, 1998.) After your office confirmed the errors and stated that the certificates would be reinstated, I forwarded correspondence to you dated June 18, 1997 confirming that the Florida Secretary of State had changed the status of these partnerships "active" due to the erroneous cancellations. I have also enclosed a copy of such correspondence herewith.

I am now hereby requesting that the Florida Secretary of State properly cancel the Certificates of Limited Partnership for Gopher Ridge I Limited Partnership and Gopher Ridge II Limited Partnership effective January 1, 1998. Please forward confirmation of such cancellations to me at your earliest convenience.

In addition to the foregoing, I am hereby filing Articles of Merger for Exland, Inc. and Collier Tec, Inc. The original Articles of Merger and Plan of Merger, along with a copy of each and a check in the amount of \$70.00, is enclosed herewith. Such mergers shall become effective as of January 1, 1998 as well.

RECEIVED  
97 DEC 8 11:41 AM  
DIVISION OF CORPORATIONS

Back Date  
12/31  
1/1/98  
off

CORAPMER

VS JAN 8 1998  
Merger

Secretary of State

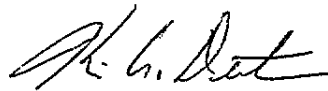
December 8, 1997

Page Two

Should you have any questions with respect to the matters contained herein, please give me a call at your earliest convenience so that we are able to ensure the proper cancellation/merger of the appropriate entities referenced herein.

Thank you for your cooperation in this regard.

Very truly yours,

A handwritten signature in dark ink, appearing to read "K. A. Denti", written in a cursive style.

Kevin A. Denti

KAD/kmf

Enclosures

cc: Mr. Terry L. Flora, Secretary

J70250

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

COLLIER TEC, INC., a Florida corporation, J45993

INTO

GOPHER RIDGE II, INC., a Florida corporation, J70250.

File date: December 31, 1997 , effective January 1, 1998

Corporate Specialist: Velma Shepard

**BUCKINGHAM, DOOLITTLE & BURROUGHS**

A REGISTERED LIMITED LIABILITY PARTNERSHIP

5551 Ridgewood Drive, Suite 201  
Naples, FL 34108  
Telephone 941/591-3232 Fax 941/591-2584  
<http://www.prgone.com/bdb/>

January 6, 1998

Ms. Velma Shepard  
Florida Secretary of State  
Division of Corporations - Limited Partnership Section  
409 E. Gaines St.  
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

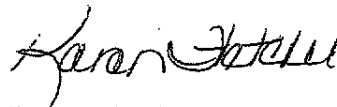
**RE: Certificates of Cancellation for Gopher Ridge I Limited Partnership and  
Gopher Ridge II Limited Partnership: Articles of Merger for Exland, Inc.  
and Collier Tec, Inc.**

Dear Ms. Shepard:

Enclosed please find our firm check in the amount of \$70.00 representing the additional funds needed regarding the above-referenced matter.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Karen Fletcher  
Assistant to Kevin A. Denti

/kf  
Enclosure

Rec'd 1/7

ARTICLES OF MERGER

OF

COLLIER TEC, INC.  
(a Florida Corporation)

WITH AND INTO

GOPHER RIDGE II, INC.  
(a Florida Corporation)

FILED  
97 DEC 31 PM 5:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1/1/98

Collier Tec, Inc., a Florida corporation (the "Terminating Corporation") and Gopher Ridge II, Inc., a Florida corporation (the "Surviving Corporation") have adopted the following Articles of Merger for the purpose of merging the Terminating Corporation with and into the Surviving Corporation (the "Merger"):

1. The Surviving Corporation has authorized capital stock consisting of 7,500 shares of Common Stock, par value of one dollar (\$1) per share, of which 600 shares have been duly issued and are now outstanding.

2. The Terminating Corporation has authorized capital stock consisting of 7,500 shares of Common Stock, par value of one dollar (\$1) per share, of which 7,500 shares were duly issued and outstanding.

3. The Plan of Merger setting forth the terms and conditions of the Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

4. The Board of Directors of the Surviving Corporation and the Terminating Corporation, respectively, deem it advisable and generally to the advantage and welfare of the two corporations and their respective shareholders that the Terminating Corporation merge with the Surviving Corporation under and pursuant to the provisions of Florida Business Corporation Act.

5. The respective directors and shareholders of the Terminating Corporation and the Surviving Corporation have adopted and approved the terms and conditions of the Merger by unanimous consent.

6. Pursuant to the Plan, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the Vice-President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

"TERMINATING CORPORATION"  
COLLIER TEC, INC.

Adopted by the Board of  
Directors by Written  
Consent on the 26<sup>th</sup> day of  
December, 1996 and  
approved by the Shareholders  
by Written Consent on the  
26<sup>th</sup> day of December,  
1996.

By: Thomas J. Flood  
Thomas J. Flood,  
Its: Vice-President

ATTEST: Terry L. Flora  
By: Terry L. Flora  
Terry L. Flora,  
Its: Secretary

"SURVIVING CORPORATION"  
GOPHER RIDGE II, INC.

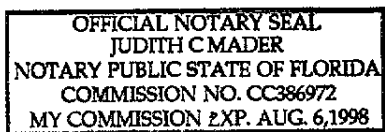
Adopted by the Board of  
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Consent on the 26<sup>th</sup> day of  
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approved by the Shareholders  
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1996.

By: Thomas J. Flood  
Thomas J. Flood,  
Its: Vice-President

ATTEST: Terry L. Flora  
By: Terry L. Flora  
Terry L. Flora,  
Its: Secretary

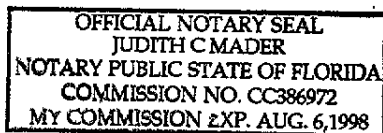
STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF COLLIER     )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1996, by \_\_\_\_\_, Thomas J. Flood, as Vice-President of COLLIER TEC, INC., a Florida corporation, and of GOPHER RIDGE II, INC., a Florida corporation, on behalf of the corporations. Said person is personally known to me or has produced a driver's license as identification.



Judith C. Mader  
Notary Public

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1996, by \_\_\_\_\_, Terry L. Flora, as Secretary of COLLIER TEC, INC., a Florida corporation, and of GOPHER RIDGE II, INC., a Florida corporation, on behalf of the corporations. Said person is personally known to me or has produced a driver's license as identification.



Judith C. Mader  
Notary Public

PLAN OF MERGER

OF

COLLIER TEC, INC.  
a Florida Corporation  
(Terminating Florida Corporation)

WITH AND INTO

GOPHER RIDGE II, INC.  
a Florida Corporation  
(Surviving Florida Corporation)

I. The name of the corporation planning to merge (the "Terminating Corporation") is Collier Tec, Inc., a Florida corporation. The name of the corporation into which the Terminating Corporation plans to merge (the "Surviving Corporation") is Gopher Ridge II, Inc., a Florida corporation..

II. The merger shall be effected in accordance with the laws of the State of Florida upon the following terms and conditions:

A. The merger shall become effective (the "Effective Date") on the later of (1) the date on which the Articles of Merger are filed with the Department of the State of Florida pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act; or (2) at 12:01 A.M. on January 1, 1998.

B. On the Effective Date all issued and outstanding shares of Common Stock, par value one dollar (\$1) per share, of the Terminating Corporation shall be canceled and the certificate(s) representing such shares shall be presented for surrender and cancellation. No shares of Common Stock, par value one dollar (\$1) per share, of the Surviving Corporation shall be exchanged for each share of the Common Stock of the Terminating Corporation before cancellation. The currently outstanding shares of Common Stock of the Surviving Corporation and the Terminating Corporation, are owned before the merger by the same persons in the same proportions.

C. Rights, if any, to acquire shares of stock of the Terminating Corporation shall be canceled and shall not be converted into rights to acquire shares, obligations or other securities of the Surviving Corporation or into cash or other property.

D. The Articles of Incorporation and By-Laws of the Surviving Corporation before the merger shall continue to be the Articles of Incorporation and By-Laws of the Surviving Corporation after the merger.



E. The Merger is intended as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986 and should be administered and carried out in a manner consistent therewith.

F. Upon the effectiveness of the Merger, the Surviving Corporation shall succeed to and become the absolute owner of all of the Terminating Corporation's property and assets of any nature and to all of the Terminating Corporation's rights, privileges, immunities and franchises, of a public as well as of a private nature, and shall assume and be liable for all of the debts, liabilities, restrictions and duties of the Terminating Corporation, all to the full extent provided by the Florida Business Corporation Act.