

**CORPORATE  
ACCESS,  
INC.**

K42128

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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**FILING**

✓ *Merger*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 19 PM 1:52

FILED

- 1.) *South Beach Mortgage Acquisition Corp.*  
(CORPORATE NAME & DOCUMENT #) *into*
- 2.) *South Beach Development Corp.*  
(CORPORATE NAME & DOCUMENT #)

- 3.)  
(CORPORATE NAME & DOCUMENT #)

- 4.)  
(CORPORATE NAME & DOCUMENT #)

- 5.)  
(CORPORATE NAME & DOCUMENT #)

100003018481--5  
-10/19/99--01049--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SPECIAL INSTRUCTIONS**

*\*00789, 00561, 00524, 00672*

DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

99 OCT 19 PM 1:38

RECEIVED

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOUTH BEACH MORTGAGE ACQUISITION CORP., a Florida corporation  
K77171

INTO

**SOUTH BEACH DEVELOPMENT CORP.**, a Florida entity, K42128

File date: October 19, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 19, 1999

Corporate Access, Inc.  
236 East 6th Avenue  
Tallahassee, FL 32303

SUBJECT: SOUTH BEACH DEVELOPMENT CORP.  
Ref. Number: K42128

*Corrected*  
*10/20/99*  
*(Signature)*

We have received your document for SOUTH BEACH DEVELOPMENT CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please state if there are any changes in the Articles of the surviving corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 499A00050352

RECEIVED  
99 OCT 20 PM 12:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**Articles of Merger  
Pursuant to  
Plan of Merger of  
South Beach Mortgage Acquisition Corp.,  
A Florida Corporation,  
into  
South Beach Development Corp.,  
A Florida Corporation**

**Article 1**

The undersigned, being all of the Shareholders, Officers and Directors of South Beach Mortgage Acquisition Corp., a Florida Corporation (herein "SBMAC"), and South Beach Development Corp., a Florida Corporation (herein "SBDC"), do hereby adopt this Plan of Merger and thereby create these Articles of Merger, according to the terms set forth herein. The date of adoption is Oct. 8, 1999. There are no changes in the Articles of SBDC.

**Article 2**

SBMAC shall merge into SBDC, which shall be the surviving corporation. The shareholders shall tender their SBMAC Stock Certificates to the Treasurer of the surviving corporation. The calculation of shares in the surviving corporation shall be as follows: one share of SBMAC plus one share of SBDC shall equal one share in the surviving corporation.




**Article 3**

All of the property, both real and personal, both tangible and intangible, which is owned at the time of the Merger by SBMAC, shall, by virtue of this merger become the property of SBDC.

Signed as of the 8 day of October, 1999.

**AS TO SBMAC:**

**David Michael Scharlin**




    
As Shareholder As President As Director

**AS TO SBDC:**

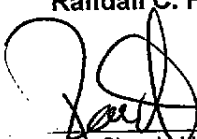
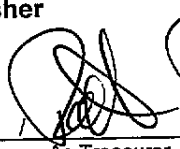
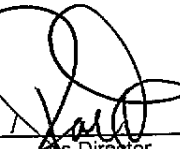
**David Michael Scharlin**

    
As Shareholder As President As Director

**Randall C. Fisher**

    
As Shareholder As Treasurer As Director

**Randall C. Fisher**

    
As Shareholder As Treasurer As Director

**Scott Robins**

    
As Shareholder As Secretary/V.P. As Director

**Scott Robins**

    
As Shareholder As Secretary/V.P. As Director

~~As Direct~~