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MERGER OR SHARE EXCHANGE

CORNERSTONE SAILBOAT COVE, LLC

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ARTICLES OF MERGER

OF

CORNERSTONE SAILBOAT COVE, INC.
(a Florida corporation)

AND

CORNERSTONE SAILBOAT COVE, LLC
(a Florida limited liability company)

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office jurisdiction, and entity type for each merging party as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cornerstone Sailboat Cove, Inc.	Florida	corporation
Florida Document/ Registration Number: P98000071320		
<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cornerstone Sailboat Cove, LLC	Florida	limited liability company
Florida Document/ Registration Number: L00000001807		

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cornerstone Sailboat Cove, LLC 2121 Ponce de Leon Blvd., PH2 Coral Gables, Florida 33134	Florida	limited liability company
Florida Document/ Registration Number: L00000001807		

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by Cornerstone Sailboat Cove, Inc. and Cornerstone Sailboat Cove, LLC.

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1108 and 608.4381, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cornerstone Sailboat Cove, Inc.	Florida
Cornerstone Sailboat Cove, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cornerstone Sailboat Cove, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

Cornerstone Sailboat Cove, Inc. shall be merged with and into Cornerstone Sailboat Cove, LLC

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of Cornerstone Sailboat Cove, Inc. into the interests of Cornerstone Sailboat Cove, LLC, the survivor, are as follows:

The shareholders of Cornerstone Sailboat Cove, Inc. shall receive proportionate interests in Cornerstone Sailboat Cove, LLC. The acquired interests shall be subject to the identical restrictions and benefits as the shares of Cornerstone Sailboat Cove, Inc.

FIFTH: Cornerstone Sailboat Cove, LLC is the surviving entity and the names and addresses of the members of Cornerstone Sailboat Cove, LLC are as follows:

<u>Names of members</u>	<u>Address</u>
Jorge Lopez and Stuart Meyers	2121 Ponce de Leon Blvd., PH2, Coral Gables, Florida 33134.

[SIGNATURES CONTINUED ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, said entities to this merger have caused this Plan of Merger to be signed this 20th day of February, 2000.

CORNERSTONE SAILBOAT COVE, INC.

By: [Signature]
Jorge Lopez, Director

CORNERSTONE SAILBOAT COVE, LLC

By: [Signature]
Jorge Lopez, member

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