

GRAHAM CLARK JONES D. HEWLER, PRATT & MARKS
ATTORNEYS AT LAW

J. LINDSAY BUILDER, JR.
SCOTT D. CLARK
WILLIAM A. DAVIS, JR.
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
VALERIE JAHN GRANDIN
JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

MAILING ADDRESS:
P.O. DRAWER 1690
WINTER PARK, FL 32790-1690

DELIVERY ADDRESS:
369 N. NEW YORK AVENUE
WINTER PARK, FL 32789

TELEPHONE (407)647-4455
FACSIMILE (407)740-7063

E-MAIL: grahamir@grahamclark.com

◊BOARD CERTIFIED (CIVIL LITIGATION)
◊BOARD CERTIFIED (BUSINESS LITIGATION)

June 28, 2000

900003317679--4
-06/30/00--01006--004
*****215.00 *****90.00

VIA FEDERAL EXPRESS

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

Re: Florida Palms Realty Group, LLC

Dear Sirs:

Enclosed for filing please find the following:

1. Original and one copy of the Articles of Organization for the above referenced limited liability company;
2. Articles of Merger; and
3. This firm's check in the amount of \$215.00

Please return the filed copy of these documents to me at the address listed above. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Jesse E. Graham, Jr.
Jesse E. Graham, Jr.

JEG,Jr.\bkb
Enclosures

FILED
00 JUL 31 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

32

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA PALMS REALTY GROUP, INC., a Florida entity, P99000092122

INTO

FLORIDA PALMS REALTY GROUP, LLC, a Florida entity, L00000008243

File date: July 31, 2000

Corporate Specialist: Shawn Logan



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 13, 2000

JESSE E. GRAHAM, JR.
GRAHAM CLARK JONES BUILDER PRATT & MARKS
P.O. DRAWER 1690
WINTER PARK, FL 32790-1690

SUBJECT: FLORIDA PALMS REALTY GROUP, LLC
Ref. Number: L00000008243

We have received your document for FLORIDA PALMS REALTY GROUP, LLC and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 800A00038551

FILED
00 JUL 31 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
ATTORNEYS AT LAW

J. LINDSAY BUILDER, JR.
SCOTT D. CLARK
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
VALERIE JAHN GRANDIN
JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

MAILING ADDRESS:
P.O. DRAWER 1690
WINTER PARK, FL 32790-1690

DELIVERY ADDRESS:
369 N. NEW YORK AVENUE
WINTER PARK, FL 32789

TELEPHONE (407)647-4455
FACSIMILE (407)740-7063

E-MAIL: grahamir@grahamclark.com

◇BOARD CERTIFIED (CIVIL LITIGATION)
◇BOARD CERTIFIED (BUSINESS LITIGATION)

July 19, 2000

Mr. Shawn Logan, Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Letter No. 800A00038551
Florida Palms Realty Group, LLC
Reference No. L00000008243

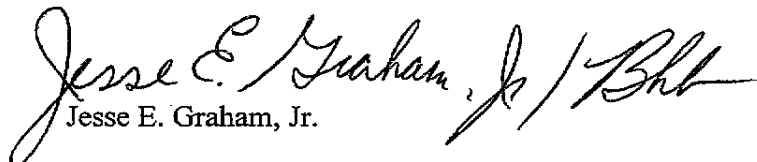
FILED
00 JUL 31 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Mr. Logan:

As we discussed by telephone on July 19, 2000 with regard to the above referenced matter, I am enclosing for refileing the Articles of Merger between Florida Palms Realty Group, LLC and Florida Palms Realty Group, Inc. As we discussed, Section 608.438(3)(e) only requires the name and business addresses of managers if the management of the company is to be vested in such managers. There is no provision in the statutes for the opposite requirement that if the company is not to be manager managed, then the Plan of Merger must so state. Accordingly, the document satisfies the requirements of the statutes.

I thank you in advance for your cooperation and assistance in this matter. Should you have any further questions, please feel free to call.

Very truly yours,


Jesse E. Graham, Jr.

JEG,Jr.\bkb
Enclosure

ARTICLES OF MERGER OF
FLORIDA PALMS REALTY GROUP, LLC

The undersigned, for the purpose of effecting a merger between FLORIDA PALMS REALTY GROUP, LLC, a Florida limited liability company, and FLORIDA PALMS REALTY GROUP, INC., a Florida corporation, pursuant to Chapter 608, Florida Statutes, hereby make, acknowledge and file the following Articles of Merger.

ARTICLE 1

There is hereby merged by these Articles of Merger FLORIDA PALMS REALTY GROUP, LLC, a Florida limited liability company, as the Surviving Entity and FLORIDA PALMS REALTY GROUP, INC., a Florida corporation, as the Disappearing Entity into one single entity to be known as FLORIDA PALMS REALTY GROUP, LLC. By such merger, the assets and liabilities of the Disappearing Entity shall become the assets and liabilities of the Surviving Entity as of the effective date of the merger as set forth hereinbelow, and the ownership interest represented by the common stock of the sole shareholder of the Disappearing Entity shall be transferred and assigned to the capital account of the Member of the Surviving Entity in accordance with the Agreement of Merger between them.

ARTICLE 2

The Plan of Merger described hereinabove in Article 1 of these Articles of Merger was adopted by Agreement of Merger made on the 23rd day of June, 2000, by and between the Surviving Entity and the Disappearing Entity and the respective Members and Shareholders in accordance with the applicable provisions of Chapters 608 and 607, Florida Statutes.

ARTICLE 3

The effective date of the merger between the Surviving Entity and the Disappearing Entity shall be on the date of filing of these Articles of Merger with the Secretary of State for the State of Florida.

ARTICLE 4

The principal place of business of the Surviving Entity shall remain at 8738 International Drive, Orlando, Florida 32819, unless otherwise designated by vote of the Members in accordance with the Regulations and Operating Agreement of the Surviving Entity.

ARTICLE 5

Except as specifically amended by these Articles of Merger, the Articles of Organization of

FILED
06 JUL 31 PM 12:29
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FLORIDA PALMS REALTY GROUP, LLC, and the terms and conditions thereof, shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have set forth their hands and seals in execution of these Articles of Merger at Winter Park, Florida, on this 23rd day of June, 2000.

FLORIDA PALMS REALTY GROUP, LLC
a Florida limited liability company

By: Harvey Estes
Harvey Estes
Managing Member

FLORIDA PALMS REALTY GROUP, INC.,
a Florida corporation

By: Jewon Estes
Jewon Estes
As its President

F:\USER\BARBARA\Clients\Estes\floridapalmsaom.wpd

FILED
00 JUL 31 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA