

**L000000/15684**

Kalis & Kleiman, P.A.

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February 14, 2002

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500004961365--1  
-02/20/02--01021--016  
\*\*\*\*\*85.00 \*\*\*\*\*85.00

Re: Island Development, a Florida General Partnership and  
Island Landings Development, LLC, a Florida limited liability company  
Articles of Merger and Plan of Merger

Dear Sir/Madam:

500004991365--5  
-03/01/02--01030--006  
\*\*\*\*\*50.00 \*\*\*\*\*25.00

Please find enclosed an original and one copy of the Articles of Merger and Plan of Merger with regard to the above. Please file the original and return two certified copies of the Articles of Merger and Plan of Merger to me. Our check in the amount of \$85.00 is enclosed to cover the cost for filing and two certified copies.

Very truly yours,

*Pat Caphton*  
Pat Caphton, Paralegal  
for NEAL R. KALIS

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02 FEB 18 AM 9:49  
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TALLAHASSEE, FLORIDA

Encls.

cc: Island Development (no encls.)  
Island Landings Development, LLC (no encls.)

PC

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FF \$ 50  
2cc's 60.00

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Island Development, a Florida General Partnership 9836 W. Sample Road Coral Springs, FI 33065 Florida Document/Registration Number: <u>None</u>	Broward County, FI	General Partnership  FEI Number: <u>65-0000553</u>
Island Landings Development, LLC., a Florida limited liability company 9836 W. Sample Road Coral Springs, FI 33065 Florida Document/Registration Number: <u>L00000015686</u>	Broward County, FI	Limited Liability Company  FEI Number: <u>65-0000553</u>

**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>
Island Landings Development, LLC., a Florida limited liability company 9836 W. Sample Road Coral Springs, FI 33065 Florida Document/Registration Number: <u>L00000015686</u>	Broward County, FI	Limited Liability Company  FEI Number: <u>65-0000553</u>

**THIRD:** The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership

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that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the operating agreement or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

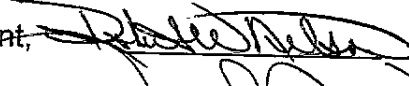
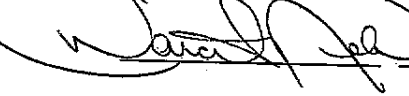
The date the Articles of Merger are filed with Florida Department of State

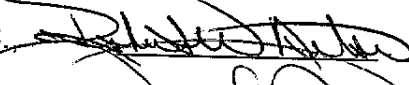
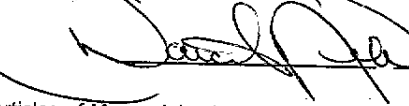
**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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**ELEVENTH: Signature(s) for each Party:**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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Island Development, a Florida general partnership		Robert W. Nelson
		Darci A. Nelson

Island Landings Development, LLC, a Florida limited liability company		Robert W. Nelson
		Darci A. Nelson

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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 Section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with Section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Island Development, a Florida General Partnership	Broward County, Florida
Island Landings Development, LLC., a Florida limited liability company	Broward County, Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Island Landings Development, LLC.	Broward County, Florida

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

The terms are that Island Landings Development, LLC., a Florida limited liability company, shall receive all assets and assume all liabilities including, but not limited to, all interests and obligations of Island Development, a Florida General Partnership upon merger of Island Development with Island Landings Development, LLC.

The conditions are receipt of written consents of each partner of the general partnership and each member of the limited liability company to the merger, and that the general partners of Island Development will maintain the same ownership percentage interest as members in Island Landings Development, LLC. as they have as general partners in Island Development.

### **FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The manner is by merging Island Development with Island Landings Development, LLC. by filing Articles of Merger.

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The basis for the merger is Island Development and its general partners desire to avail themselves of the benefits afforded by the laws of the State of Florida applicable to limited liability companies.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

In accordance with the Operating Agreement of Island Landings Development, LLC.

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
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N/A

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more members, the name(s) and address(es) of the member(s) are as follows:

Robert W. Nelson  
313 Mallard Road  
Weston, FL 33326

Darci Nelson  
313 Mallard Road  
Weston, FL 33326

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**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ISLAND DEVELOPMENT, A FLORIDA ENTITY

INTO

**ISLAND LANDINGS DEVELOPMENT, LLC**, a Florida entity, L00000015686

File date: February 18, 2002

Corporate Specialist: Tammi Cline