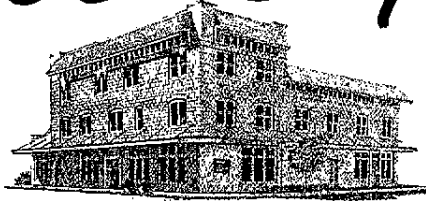


HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

L01000000 4013

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax (941) 746-9229

March 21, 2001

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-03/27/01--01017--001
*****80.00 *****80.00

Division of Corporation
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger - South Sarasota Hide-Away, a Florida Joint Venture
South Sarasota Hide-Away, L.C., a Florida Limited Liability Company

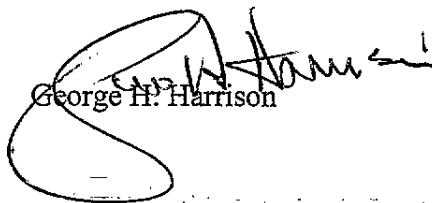
Gentlemen:

Enclosed herewith is our check in the amount of \$80.00 to file the enclosed Articles of Merger for the above referenced.

Please return one certified copy to the undersigned.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.


George H. Harrison

GHH:bw
Enclosures

FILED
01 MAR 27 AM 8:34
TALLAHASSEE, FLORIDA

52

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTH SARASOTA HIDE-AWAY, a Florida entity

INTO

SOUTH SARASOTA HIDE-AWAY, L.C., a Florida entity, L01000004013

File date: March 27, 2001

Corporate Specialist: Shawn Logan

FILED
01 MAR 27 AM 8:34
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
SOUTH SARASOTA HIDE-AWAY, A FLORIDA JOINT VENTURE
INTO
SOUTH SARASOTA HIDE-AWAY, L.C., A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Chapter 608.4382, Florida Statutes, SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, and SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company adopt these Articles of Merger for the purpose of merging SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, into SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company.

L 0100000 4/0/3

1. The Plan of Merger setting forth the terms and conditions of the merger of SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, into SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company, is attached to these Articles as Exhibit "A" and incorporated herein by reference.

2. The Plan of Merger was approved by SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company, in accordance with the applicable provisions of Chapter 608.4381 of Florida Statutes.

3. The Plan of Merger was approved by SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, all in accordance with the applicable provisions of Chapter 620 of Florida Statutes.

4. The effective date of the merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

FILED
01-MAR-27 AM 8:34
SOUTH SARASOTA HIDE-AWAY, L.C.
PALM BEACH, FLORIDA

IN WITNESS WHEREOF, these Articles were executed by both parties, SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, and SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company, this 21st day of March, 2001.

SOUTH SARASOTA HIDE-AWAY, a
Florida joint venture

By: Stephen A. Wilson
Stephen A. Wilson, Managing Partner

SOUTH SARASOTA HIDE-AWAY, L.C., a
Florida limited liability company

By: Stephen A. Wilson
Stephen A. Wilson, Manager

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared STEPHEN A. WILSON, known to me to be the Managing Partner of SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of March, A.D. 2001.

Barbara Weddle
NOTARY PUBLIC

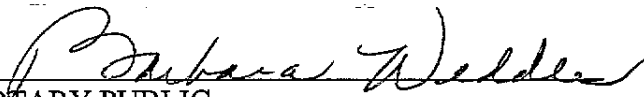
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared STEPHEN A. WILSON, known to me to be the Manager of SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company, in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such limited liability company, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of March, A.D. 2001.


NOTARY PUBLIC

Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:

H:\b_weddle\BWFILES\WILSON\SOUTH SARASOTA\ARTICLES OF MERGER 2-01.doc

BARBARA WEDDLE
Notary Public, State of Florida
My comm. expires June 3, 2001
Comm. No. CG648563

FILED
01 MAR 27 AM 9:34
NOTARY PUBLIC
FALL ALBASTE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER of SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, and SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company, pursuant to Section 608.438 of the Florida Statutes, is adopted as follows:

A. SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, shall be merged with and into SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company, to exist and be governed by the laws of the State of Florida.

B. The name of the surviving limited liability or business entity shall be SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company.

C. When this Agreement becomes effective the existence of SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, shall cease and the surviving entity, SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company, shall succeed, without other transfer, to all of the rights and property of SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, and shall be subject to all of the debts and liabilities of said joint venture in the same manner as if the surviving limited liability company had itself incurred the same. All rights of creditors and all liens on the property of each entity shall be preserved unimpaired, limited to the lien to the property effected by the liens immediately prior to the merger.

D. The surviving entity, SOUTH SARASOTA HIDE-AWAY, L.C. will carry on business with the assets of said joint venture as well as the assets of its own.

E. The venturers, or partners, of SOUTH SARASOTA HIDE-AWAY, a Florida joint venture, shall surrender all of their ownership interests therein in the manner hereinafter set forth.

F. In exchange for the contribution of their respective existing partnership or joint venture interest, each of such venturers shall receive units of ownership in the limited liability

company in direct proportion to the ownership interest which each had held in the joint venture and in such a manner so that each shall have and hold the same ownership percentage interest of the total ownership interest in the limited liability company as they had held in the joint venture.

G. The Articles of Organization of the limited liability company, which is the survivor of this merger, shall continue in full force as the Articles of Organization of the survivor until altered, amended or repealed hereafter.

H. Management of the surviving limited liability company is vested in one Manager, whose name and business address is as follows:

Stephen A. Wilson
4301 - 32nd Street West
Bradenton, Florida 34205

I. The effective date of this merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, this Plan was executed this 2/5th day of March, 2001.

SOUTH SARASOTA HIDE-AWAY, a Florida
joint venture

By: Stephen A. Wilson
Stephen A. Wilson, Managing Partner

SOUTH SARASOTA HIDE-AWAY, L.C., a
Florida limited liability company

By: Stephen A. Wilson
Stephen A. Wilson, Manager

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared STEPHEN A. WILSON, known to me to be the Managing Partner of SOUTH SARASOTA HIDE-AWAY, a Florida joint

venture, in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of March, A.D. 2001.

Barbara Weddle
NOTARY PUBLIC

Printed Notary Signature

Commission No. _____

BARBARA WEDDLE

Notary Public, State of Florida
My comm. expires June 3, 2001
Comm. No. CC648563

MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared STEPHEN A. WILSON, known to me to be the Manager of SOUTH SARASOTA HIDE-AWAY, L.C., a Florida limited liability company, in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such limited liability company, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of March, A.D. 2001.

Barbara Weddle
NOTARY PUBLIC

Printed Notary Signature

Commission No. _____

MY COMMISSION EXPIRES:

H:\b_weddle\B\FILES\WILSON\SOUTH SARASOTA\PLAN OF MERGER 2-01.doc

BARBARA WEDDLE
Notary Public, State of Florida
My comm. expires June 3, 2001
Comm. No. CC648563

FILED
01 MAR 27 AM 8:34
TALLAHASSEE, FLORIDA