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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

CASA KEY BISCAYNE, LLC

L01-5001

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Page Count	05
Estimated Charge	\$96.25

68.75

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CCRS -> 9224000

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 2001

CASA KEY BISCAYNE, LLC
150 CAPE FLORIDA DRIVE
KEY BISCAYNE, FL 33149

PLEASE GIVE ORIGINAL SUBMISSION
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SUBJECT: CASA KEY BISCAYNE, LLC
REF: L01000005001

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BRISTOL-ONE, INC. A FLORIDA ENTITY

INTO

CASA KEY BISCAYNE, LLC, a Florida entity, L01000005001

File date: April 2, 2001

Corporate Specialist: Agnes Lunt

H01000032187

**ARTICLES OF MERGER
OF
BRISTOL-ONE, INC., A FLORIDA CORPORATION *P97-61169*
INTO
CASA KEY BISCAYNE, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 607 of the Florida Business Corporation Act, Bristol-One, Inc., a Florida corporation (the "Corporation"), and Casa Key Biscayne, LLC, a Florida limited liability company (the "Company"), adopt the following Articles of Merger for the purpose of merging the Corporation with and into the Company (the "Merger") with the Company as the surviving corporation.

FIRST: The Plan of Merger is attached hereto as Exhibit "A", is incorporated herein and constitutes a part of these Articles of Merger.

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

THIRD: The Plan of Merger was adopted by the Sole Shareholder and Sole Director of the Corporation and the members of the Company in accordance with the provisions of Section 607 of the Florida Business Corporation Act, effective as of the 30th day of March, 2001.

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the Merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: 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 regulations or articles of organization of any limited liability company that is a party to the Merger.

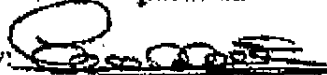
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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 29th day of March, 2001.

BRISTOL ONE, INC.,
a Florida corporation

CASA KEY BISCAYNE, LLC,
a Florida limited liability company

By: 
Luis A. Noboa, President

By: 
Luis A. Noboa, Member

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EXHIBIT "A"**PLAN OF MERGER**

THIS PLAN OF MERGER is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving entity is:

Name

Jurisdiction

CASA KEY BISCAYNE, LLCa Florida limited liability company

SECOND: The name and jurisdiction of each merging entity is:

Name

Jurisdiction

BRISTOL-ONE, INC.a Florida corporationCASA KEY BISCAYNE, LLCa Florida limited liability company

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

The merger shall become effective upon filing Articles of Merger with the Secretary of State of Florida (the "Effective Date"). Upon the Effective Date, Bristol-One, Inc. (the "Merged Corporation") and Casa Key Biscayne, LLC (the "Surviving Limited Liability Company") shall become a single limited liability company and the separate existence of the Merged Corporation shall cease. The Surviving Limited Liability Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Corporation, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Corporation shall vest in the Surviving Limited Liability Company without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Corporation shall not revert or in any way be impaired by reason of the Merger.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each shareholder of Merged Corporation shall receive a membership interest in the Surviving Limited Liability Company representing the same percentage in the ownership of such shareholder in the Merged Corporation. H01000032187

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger on this _____
day of _____, 2001.

**BRISTOL-ONE, INC., a Florida
corporation**

By: _____
Luis A. Noboa, Sole Shareholder

**CASA KEY BISCAYNE, LLC, a Florida
limited liability company**

By: _____
Luis A. Noboa, Member

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