

OCT-23-2002 14:22

NORTON HAMMERSLEY LOPEZ

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MERGER OR SHARE EXCHANGE

VISTA BAY POINT, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$113.75

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W02-30611
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 23, 2002

NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.

SUBJECT: VISTA BAY POINT, L.L.C.
REF: W02000030611

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective day must be specific and cannot be prior to the date of filing.

The document must contain the names and street addresses of the members or managers of the limited liability company.

If you have any further questions concerning your document, please call (850) 245-6043.

Joey Bryan
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ARTICLES OF MERGER
Merger Sheet

MERGING:

JEBCO FLORIDA, L.C. a Florida Entity, L01000003080

INTO

VISTA BAY POINT, L.L.C., a Florida entity, L01000005766

File date: October 23, 2002

Corporate Specialist: Joey Bryan

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ARTICLES OF MERGER
OF JEBCO FLORIDA, L.C. INTO
VISTA BAY POINT, L.L.C.

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Pursuant to the provisions of Section 608.438, et. seq. of the Florida Statutes, the undersigned limited liability companies adopt the following Articles of Merger for the purpose of merging them into one of such limited liability companies.

1. The Plan of Merger was approved by the Members of each of the undersigned companies in a manner prescribed by the Florida Limited Liability Company Act. The Plan of Merger is attached to these Articles of Merger as Exhibit "A" and incorporated by reference herein (the "Plan of Merger"). The effective date of the Plan of Merger is October 23, 2002.

2. The dates of adoption of the Plan of Merger by the sole member of Jebco Florida, L.C. and the manager and sole member of Vista Bay Point, L.L.C. were:

Name of Company

Date

Vista Bay Point, L.L.C.

a Florida limited liability company

October 18, 2002

Jebco Florida, L.C.

a Florida limited liability company

October 18, 2002

3. As to each of the undersigned companies, the total membership interests voted for and against the Plan of Merger, respectively, are as follows:

Name of Company

Total Voted For

Total Voted Against

Vista Bay Point, L.L.C.,
a Florida limited
liability company

100%

0%

Jebco Florida, L.C.,
a Florida limited
liability company

100%

0%

The name and address of the manager of Vista Bay Point, L.L.C. is James E. Bridges, 1819 Main St., Suite 610, Sarasota, FL 34236. The name and address of the managing member of Jebco Florida, L.C. is James E. Bridges, 1819 Main St., Suite 610, Sarasota, FL 34236.

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4. The Plan of Merger was unanimously approved in writing by the manager and sole member of Vista Bay Point, L.L.C. on October 18, 2002. The Plan was unanimously approved in writing by the sole member of Jebco Florida, L.C. on October 18, 2002.

DATED: 10/18, 2002

Vista Bay Point, L.L.C.
a Florida limited liability company

By:

James E. Bridges
James E. Bridges

As its Manager

Jebco Florida, L.C.
a Florida limited liability company

By:

James E. Bridges
James E. Bridges

As its Managing Member

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EXHIBIT "A"
PLAN OF MERGER

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TALLAHASSEE, FLORIDA

THIS PLAN OF MERGER, dated October 18, 2002, between VISTA BAY POINT, L.L.C., a Florida limited liability company (hereinafter referred to as "Vista Bay" or "Surviving Entity"), and JEBCO FLORIDA, L.C., a Florida limited liability company (hereinafter referred to as "Jebco" or "Absorbed Entity").

WITNESSETH:

WHEREAS, Vista Bay is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 1819 Main St., Suite 610, FL 34236; and

WHEREAS, Vista Bay has a capitalization of One Hundred (100) membership interests; and

WHEREAS, Jebco is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 136 Golden Gate Point, 401 North, Sarasota, FL 34236; and

WHEREAS, Jebco has a capitalization of One Hundred (100) membership interests; and

WHEREAS, the sole member of Jebco and the manager and sole member of Vista Bay deem it desirable and in the best interest of both entities and their members that Jebco be merged into Vista Bay, pursuant to the provisions of Sections 608.438 et. seq. of the Florida Limited Liability Company Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

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NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Effective on the date of the filing of the Articles of Merger with the Florida Department of State, Jebco shall merge with and into Vista Bay, and Vista Bay will be the Surviving Entity. The name of the Surviving Entity shall be Vista Bay Point, L.L.C. and its principal office shall be at 136 Golden Gate Point, 401 North, Sarasota, FL 34236.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the existence of the Absorbed Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger. The Surviving Entity will continue to be governed by a manager and not by its members.

SECTION THREE - CONVERSION OF MEMBERSHIP INTEREST

The manner and basis of converting the membership interests of the Absorbed Entity into membership interest of the Surviving Entity is as follows:

- (a) Each membership interest of the Absorbed Entity issued and outstanding on the effective date of the merger shall be converted into one (1) membership interest of the Surviving Entity.

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(b) The conversion shall be effected as follows: After the effective date of the merger, each membership interest held by a member of the Absorbed Entity shall automatically convert to a membership interest in the Surviving Entity. One (1) membership interest of the Surviving Entity shall be issued for each one (1) membership interest of the Absorbed Entity automatically and immediately upon the filing of the Articles of Merger with the Florida Department of State.

SECTION FOUR - STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Entity will continue to be treated as a partnership under the Internal Revenue Code of 1986, as amended. When the Absorbed Entity ceases on the effective date of the merger, the taxable year of the Absorbed Entity will end. The Surviving Entity shall succeed to all tax liabilities of the Absorbed Entity.

SECTION FIVE - CHANGES IN ARTICLES OF ORGANIZATION

The Articles of Organization of the Surviving Entity shall continue to be its Articles of Organization following the effective date of the merger.

SECTION SIX - PROHIBITED TRANSACTIONS

Neither of the parties shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDASECTION SEVEN - APPROVAL BY MEMBERS

This Plan of Merger shall be submitted for the approval of the sole member of Jebco and the manager and sole member of Vista Bay in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before October 18, 2002, or at such other times as to which the sole member of Jebco and the manager and sole member of Vista Bay may agree.

SECTION EIGHT - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be October 23, 2002.

SECTION NINE - ABANDONMENT OF MERGER

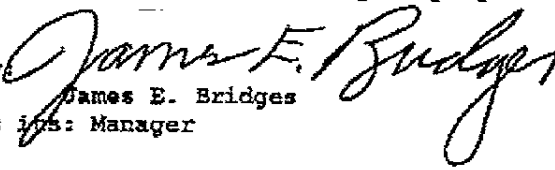
This Plan of Merger may be abandoned by actions of the sole member of Jebco or the manager and sole member of Vista Bay at any time prior to the effective date, if the merger is not approved by the sole member of Jebco or the manager and sole member of Vista Bay on or before October 18, 2002.

SECTION TEN - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their authorized representatives pursuant to the authorization of the members and manager, as the case maybe, on the date first above written.

Vista Bay Point, L.L.C.
a Florida limited liability company

By: 
James E. Bridges
As its: Manager

Jebco Florida, L.C.
a Florida limited liability company

By: 

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James E. Bridges
As its: Managing Member

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