

L010000012444



ACCOUNT NO. : 072100000032

REFERENCE : 443251 4327968

AUTHORIZATION :

COST LIMIT :

\$ 78.75

Patricia R. King
\$100.00 per Sara

ORDER DATE : November 15, 2001

ORDER TIME : 10:52 AM

ORDER NO. : 443251-005

CUSTOMER NO: 4327968

CUSTOMER: Ms. Stacey Geary
Raynor Law Firm, P.a.
14241 U.S. Hwy 1

Juno Beach, FL 33408

RECEIVED
01 NOV 15 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ADMIRALS BUILDERS &
INVESTORS REALTY CORP.

9000004688679--8

INTO

ADMIRALS BUILDERS & INVESTORS
REALTY L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

SB
11-15-01

01 NOV 15 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADMIRALS BUILDERS & INVESTORS REALTY CORP., A FLORIDA ENTITY
P01000025329

INTO

ADMIRALS BUILDERS & INVESTORS REALTY L.L.C., a Florida entity,
L01000012444

File date: November 15, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
1. Admirals Builders & Investors Realty Corp. 287 E. Indiantown Road Jupiter, FL 33477	FL	Corporation

Florida Document/Registration Number: P01000025329 FEI Number: 65-1098330

2. Admirals Builders & Investors Realty L.L.C. 287 E. Indiantown Road Jupiter, FL 33477	FL	Limited Liability Company
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Florida Document/Registration Number: L01000012444 FEI Number: 65-1098330

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surveying party as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Admirals Builders & Investors Realty L.L.C. 287 E. Indiantown Road Jupiter, FL 33477	FL	Limited Liability Company

Florida Document/Registration Number: L01000012444 FEI Number: 65-1098330

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 that is a party to the merger in accordance with Chapter 607, 608, 617, 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 shareholder, partners, and/or members of each domestic corporation,

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TALLAHASSEE, FLORIDA

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 regulations 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 the Florida Department of State

OR

(Enter specific date. Note: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Admirals Builders & Investors Realty Corp.	By: <u>Glenn E. Goldstein</u>	Glenn E. Goldstein, President

Admirals Builders & Investors Realty L.L.C.	By: <u>Glenn E. Goldstein</u>	Glenn E. Goldstein, Member & Manager
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(Attach additional sheet(s) if necessary)

Goldstein.G.008
08.31.01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, a Notary Public duly appointed and authorized in the aforesaid State and County, this 13 day of November, 2001, by GLENN E. GOLDSTEIN, as President of ADMIRALS BUILDERS & INVESTORS REALTY CORP., Florida corporation, on behalf of the corporation, who appeared before me, and who is/are personally known to me or (if not personally known to me) who has/have produced _____ as identification.

NOTARY PUBLIC:

Pamela J. Bechill

Sign Above and Print Name

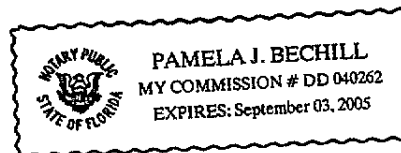
Here: Pamela J. Bechill

Notary Public - State of Florida

Commission Expiration Date: 9/3/2005

Commission Number: DD 040262

[Seal, if any]



STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, a Notary Public duly appointed and authorized in the aforesaid State and County, this 13 day of November, 2001, by GLENN E. GOLDSTEIN, as Member and Manager of ADMIRALS BUILDERS & INVESTORS REALTY L.L.C., a Florida limited liability company, on behalf of the company, who appeared before me, and who is/are personally known to me or (if not personally known to me) who has/have produced _____ as identification.

NOTARY PUBLIC:

Pamela J. Bechill

Sign Above and Print Name

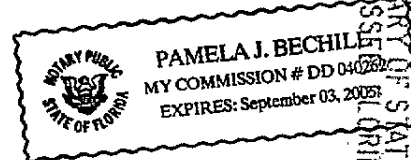
Here: Pamela J. Bechill

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Commission Expiration Date: 9/3/2005

Commission Number: DD 040262

[Seal, if any]



SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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AND
FILED

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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>
Admirals Builders & Investors Realty Corp.	FL
Admirals Builders & Investors Realty L.L.C.	FL

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

<u>Name</u>	<u>Jurisdiction</u>
Admirals Builders & Investors Realty L.L.C.	FL

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

Admirals Builder & Investors Realty Corp., a Florida corporation (the "Corporation"), will merge with and into Admirals Builders & Investors Realty L.L.C., a Florida limited liability company (the "Company"), the Company will acquire by merger all issued and outstanding shares of stock of the Corporation, the separate existence of the Corporation shall cease, and the Company shall continue unaffected and unimpaired by the merger, and shall be fully vested in the Corporation's rights, property (real and personal), interests, privileges, immunities, powers, and franchises (public and private), subject to its restrictions, liabilities, disabilities, and duties, if any. If at any time after the merger the Company shall determine that any further conveyances, agreements, documents, instruments, or assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Company or the Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or desirable acts, to vest, perfect, confirm or record such title thereto in the Company, or to otherwise carry out the provisions of this Plan.

(Attach additional sheet(s) if necessary)

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:

N/A

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TALLAHASSEE, FLORIDA

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:

N/A

(Attach additional sheet(s) if necessary)

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:

N/A

Name(s) and Address(es)
of General Partner(s)

If General Partner is a Non-Individual
Florida Document/Registration Number

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

Glenn E. Goldstein, Manager
Admirals Builders & Investors Realty L.L.C.
287 E. Indiantown Rpad
Jupiter, FL 33477

SEVENTH: All statements that are required by the laws of the jurisdictions(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.

N/A

(Attach additional sheet(s) if necessary)

In witness whereof, the parties have caused this Plan of Merger to be duly executed effective as of November 13, 2001.

ADMIRALS BUILDERS & INVESTORS REALTY
CORP.

By: Glenn E. Goldstein
Glenn E. Goldstein, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADMIRALS BUILDERS & INVESTORS REALTY
L.L.C.

By: Glenn E. Goldstein
Glenn E. Goldstein, Member & Manager

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, a Notary Public duly appointed and authorized in the aforesaid State and County, this 13 day of November, 2001, by GLENN E. GOLDSTEIN, as President of ADMIRALS BUILDERS & INVESTORS REALTY CORP., Florida corporation, on behalf of the corporation, who appeared before me, and who is/are personally known to me or (if not personally known to me) who has/have produced _____ as identification.

NOTARY PUBLIC:

Pamela J. Bechill

Sign Above and Print Name

Here: Pamela J. Bechill

Notary Public - State of Florida

Commission Expiration Date: 9/3/2005

Commission Number: DD 040262

[Seal, if any]

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

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NOTARY PUBLIC:

Pamela J. Bechill

Sign Above and Print Name

Here: Pamela J. Bechill

Notary Public - State of Florida

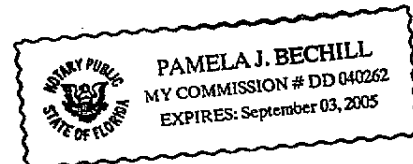
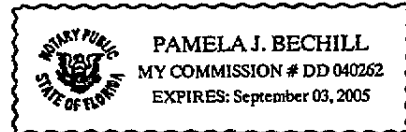
Commission Expiration Date: 9/3/2005

Commission Number: DD 040262

[Seal, if any]

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TALLAHASSEE, FLORIDA

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