

**L01000021354**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**TARPON POINT ASSOCIATES, LLC**

Certificate of Status	0
Certified Copy	2
Page Count	10

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Estimated Charge	\$105.00
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TALLAHASSEE, FLORIDA  
02 FEB 25



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 25, 2002

TARPON POINT ASSOCIATES, LLC  
15065 MCGREGOR BLVD.  
SUITE 108  
FT. MYERS, FL 33908

SUBJECT: TARPON POINT ASSOCIATES, LLC  
REF: L01000021354

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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 plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

FAX Aud. #: H02000042800  
Letter Number: 202A00011562

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

TARPON POINT ASSOCIATES TRUST A DELAWARE ENTITY

INTO

**TARPON POINT ASSOCIATES, LLC**, a Florida entity, L01000021354

File date: February 25, 2002

Corporate Specialist: Agnes Lunt

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Prepared by and Return to:

Robert S. Bernstein, Esq.  
Foley & Lardner  
200 Laura Street  
Jacksonville, FL 32202

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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER OF  
TARPON POINT ASSOCIATES TRUST,  
a Delaware business trust  
INTO  
TARPON POINT ASSOCIATES, LLC,  
a Florida limited liability company**

To the Secretary of State  
State of Florida

Pursuant to the provisions of Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and Title 12, Section 3815 of the Delaware Business Trust Act (the "Delaware Code"), the undersigned business entities hereby certify as follows:

1. The name and jurisdiction of formation of each constituent entity to the merger are:

NAME

JURISDICTION

Tarpon Point Associates Trust  
Tarpon Point Associates, LLC

Delaware  
Florida

2. A Plan and Agreement of Merger (the "Plan") has been approved and executed by Tarpon Point Associates, LLC (the "Surviving LLC"), in accordance with Sections 608.438 and 608.4382 of the Florida Act, and by Tarpon Point Associates Trust (the "Merging Trust"), in accordance with Section 3815, Title 12 of the Delaware Code.

3. The Surviving LLC has obtained the written consent of a majority-in-interest of its members in accordance with Section 608.4381 of the Florida Act.

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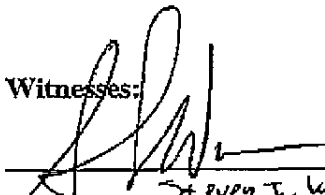
4. The name of the Surviving LLC is Tarpon Point Associates, LLC, a Florida limited liability company.

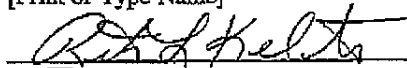
5. The merger shall be effective on the later of February 25, 2002 or the filing of these Articles of Merger with the Secretary of State of the State of Florida.

6. A copy of the Plan is attached hereto and made a part hereof. The Plan is on file at the following place of business of the Surviving LLC: 15065 McGregor Boulevard, Suite 108, Fort Myers, Florida 33908.

IN WITNESS WHEREOF, the Surviving LLC and the Merging Trust have each caused these Articles of Merger to be executed by its authorized representative, as of the 7 day of December, 2001.

Witnesses:

  
 Steven I. Winer  
 [Print or Type Name]

  
 RITA L. KEITNER  
 [Print or Type Name]

Witnesses:

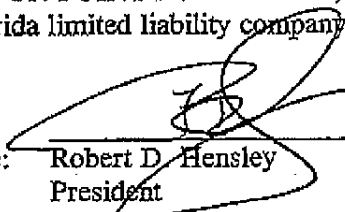
\_\_\_\_\_  
 [Print or Type Name]

\_\_\_\_\_  
 [Print or Type Name]

## The Surviving LLC

TARPON POINT ASSOCIATES, LLC,  
 a Florida limited liability company

By:

  
 Name: Robert D. Hensley  
 Title: President

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## The Merging Trust

TARPON POINT ASSOCIATES TRUST,  
 a Delaware business trust

By: FIRST UNION TRUST COMPANY,  
 NATIONAL ASSOCIATION, not in  
 its individual capacity but solely as  
 trustee

By:

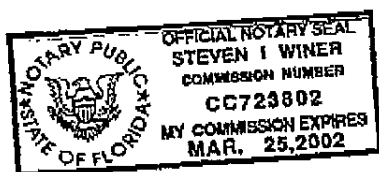
Name:

Title:

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STATE OF FLORIDA )  
 ) ss  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 7 day of Dec., 2001, by Robert D. Hensley, President of Tarpon Point Associates, LLC, a Florida limited liability company, who is personally known to me or has produced \_\_\_\_\_ as identification.



  
NOTARY PUBLIC, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

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STATE OF DELAWARE )  
 ) ss  
COUNTY OF NEW CASTLE )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2001, by \_\_\_\_\_ of First Union Trust Company, National Association, not in its individual capacity but solely as trustee, who is personally known to me or has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
NOTARY PUBLIC, State of Delaware

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

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6. A copy of the Plan is attached hereto and made a part hereof. The Plan is on file at the following place of business of the Surviving LLC: 15065 McGregor Boulevard, Suite 108, Fort Myers, Florida 33908.

IN WITNESS WHEREOF, the Surviving LLC and the Merging Trust have each caused these Articles of Merger to be executed by its authorized representative, as of the 7<sup>th</sup> day of December, 2001.

Witnesses:

\_\_\_\_\_  
[Print or Type Name]

\_\_\_\_\_  
[Print or Type Name]

Witnesses:

Rita M. Ritrovato   
[Print or Type Name] RITA M. RITROVATO  
TRUST OFFICER

Anita M. Roselli   
[Print or Type Name] ANITA M. ROSELLI  
TRUST OFFICER

**The Surviving LLC**

TARPON POINT ASSOCIATES, LLC,  
a Florida limited liability company

By:

Name: Robert D. Hensley  
Title: President

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TALLAHASSEE, FLORIDA

**The Merging Trust**

TARPON POINT ASSOCIATES TRUST,  
a Delaware business trust

By: FIRST UNION TRUST COMPANY,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as trustee

By:

Name:  Sterling C. Correia   
Title: VICE PRESIDENT

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STATE OF FLORIDA )  
 ) ss  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2001, by Robert D. Hensley, President of Tarpon Point Associates, LLC, a Florida limited liability company, who is personally known to me or has produced \_\_\_\_\_ as identification.

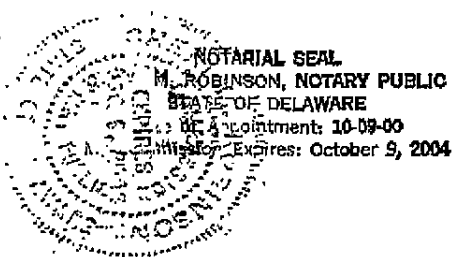
NOTARY PUBLIC, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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STATE OF DELAWARE )  
 ) ss  
COUNTY OF NEW CASTLE )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of December, 2001, by William C. Cornea, Vice President of First Union Trust Company, National Association, not in its individual capacity but solely as trustee, who is personally known to me or has produced \_\_\_\_\_ as identification.



Shen M. Robinson  
NOTARY PUBLIC, State of Delaware  
Print Name: Shen M. Robinson  
My Commission Expires: \_\_\_\_\_

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**PLAN AND AGREEMENT OF MERGER**

This Agreement, dated as of Dec. 17, 2001, between Tarpon Point Associates, LLC, a Florida limited liability company (the "Surviving LLC") and Tarpon Point Associates Trust, a Delaware business trust (the "Merging Trust").

**WITNESSETH:**

WHEREAS, the Merging Trust and the Surviving LLC deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging Trust be merged with and into Surviving LLC, and that the Surviving LLC be the surviving business entity;

NOW, THEREFORE, it is agreed as follows:

**Section 1****Terms**

1.1 On the effective date of the merger (as hereinafter defined), the Merging Trust shall be merged with and into the Surviving LLC, with the Surviving LLC as the surviving business entity.

1.2 Upon the effective date of the merger, all outstanding beneficial interests in the Merging Trust shall, by virtue of the merger and without any action on the part of the holders thereof, be converted into the right to receive its pro rata share of \$100.00 in cash (the "Merger Consideration").

1.3 Each holder of a trust certificate or certificates representing outstanding beneficial interests in the Merging Trust immediately prior to effective date of the merger, upon surrender of such certificate or certificates to the Surviving LLC after the effective date of the merger, shall be entitled to receive its pro rata share of the Merger Consideration.

**Section 2****Effective Date**

2.1 The merger shall become effective on the time and date specified in the certificates of merger filed with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

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### Section 3

#### Effect of Merger

3.1 At the effective time of the merger, the effect of the merger shall be as provided in the applicable provisions of the Delaware Business Trust Act (the "Delaware Code") and the Florida Limited Liability Company Act (the "Florida Code"). Without limiting the generality of such provisions, at the effective time of the merger, all the property, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Trust shall vest in the Surviving LLC, and all debts, liabilities, duties and obligations of the Merging Trust shall become the debts, liabilities, duties and obligations of the Surviving LLC. It is intended that for federal and state income tax purposes this merger shall be treated as a capital contribution by Marina Resources, Inc., a Florida corporation, the sole beneficiary and owner of all the beneficial interests in the Merging Trust, to the Surviving LLC of all of the assets of the Merging Trust.

### Section 4

#### Amendment and Termination

4.1 At any time prior to the filing of the certificates of merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, this Agreement may be amended by the Surviving LLC and the Merging Trust to the extent permitted by Delaware and Florida law.

4.2 At any time prior to the filing of the certificates of merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Surviving LLC and the Merging Trust.

### Section 5

#### Covenants and Agreements

5.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the Delaware Code and the Florida Code. If, at any time after the effective time of the merger, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving LLC with full right, title and possession to all properties, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Trust, the President or Vice President of the Surviving LLC is fully authorized, in the name of the Merging Trust or otherwise, to take all such lawful and necessary action.

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02 FEB 25**Section 6****Management of Surviving LLC**

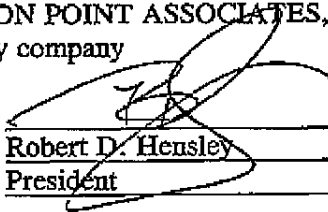
6.1 The management of the Surviving LLC is vested in its managers. The names and business addresses of the managers are:

<u>Name</u>	<u>Address</u>
Johan M. Koster	15065 McGregor Boulevard, Suite 108 Fort Myers, Florida 33908
Robert D. Hensley	15065 McGregor Boulevard, Suite 108 Fort Myers, Florida 33908
Jan B. Vreeker	15065 McGregor Boulevard, Suite 108 Fort Myers, Florida 33908

IN WITNESS WHEREOF, the Surviving LLC and the Merging Trust have each caused this Agreement to be executed by its authorized representative, all as of the date first above written.

**The Surviving LLC:**

TARPON POINT ASSOCIATES, LLC, a Florida limited liability company

By:   
Name: Robert D. Hensley  
Title: President

**The Merging Trust:**

TARPON POINT ASSOCIATES TRUST, a Delaware business trust

By: FIRST UNION TRUST COMPANY,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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<u>Name</u>	<u>Address</u>
Johan M. Koster	15065 McGregor Boulevard, Suite 108 Fort Myers, Florida 33908
Robert D. Hensley	15065 McGregor Boulevard, Suite 108 Fort Myers, Florida 33908
Jan B. Vreeker	15065 McGregor Boulevard, Suite 108 Fort Myers, Florida 33908

IN WITNESS WHEREOF, the Surviving LLC and the Merging Trust have each caused this Agreement to be executed by its authorized representative, all as of the date first above written.

**The Surviving LLC:**

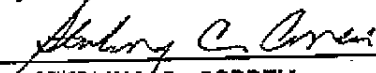
TARPON POINT ASSOCIATES, LLC, a Florida limited liability company

By: \_\_\_\_\_  
Name: Robert D. Hensley  
Title: President

**The Merging Trust:**

TARPON POINT ASSOCIATES TRUST, a Delaware business trust

By: FIRST UNION TRUST COMPANY, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee

By:   
Name: STERLING C. CORREA  
Title: VICE PRESIDENT