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BAUGHER, METTLER AND SHELTON

ATTORNEYS

REAL ESTATE, PROBATE, AND ESTATE PLANNING

P.O. BOX 109

PALM BEACH, FLORIDA 33460

M. F. BAUGHER (1903-1982)

THOMAS M. METTLER

JOHN W. SHELTON

FRANCIS X. J. LYNCH

TELEPHONE (561) 833-9631

FAX (561) 655-2835

March 19, 2002

FEDERAL EXPRESS

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-03/20/02--01063--002
*****95.00 *****95.00

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Island Mills Company, a Florida corporation
and Kachina, LLC, a Florida limited liability company

To Whom It May Concern:

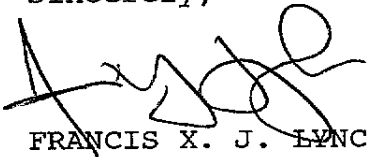
With regard to the above, enclosed please find the following:

1. duplicate originals of the Articles of Merger,
2. duplicate originals of the Agreement and Plan of Merger,
3. this firm's check in the amount of \$95.00, and
4. a return FedEx mailer

Once the enclosed have been filed, please return one copy of each in the enclosed FedEx mailer.

Thank you for your assistance in this matter. Should you have any questions or comments in this regard, please feel free to contact me.

Sincerely,



FRANCIS X. J. LYNCH

FXJL/kh
Enclosures

FILED
02 MAR 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
BETWEEN
ISLAND MILLS COMPANY
(a Florida corporation)
and
KACHINA, LLC
(a Florida limited liability company)

896-72644
02-10

Pursuant to the provisions of Section 607.1108, Florida Statutes, these Articles of Merger provide that:

1. ISLAND MILLS COMPANY, a Florida corporation ("Corporation"), shall be merged with and into KACHINA, LLC, a Florida limited liability company ("Company"), which shall be the surviving entity.
2. The merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").
3. The Agreement and Plan of Merger dated March 15, 2002, pursuant to which Corporation shall be merged with and into Company (the "Merger"), was unanimously adopted by the shareholders of Corporation by resolutions adopted on March 15, 2002, and by the members of Company by resolutions adopted March 15, 2002.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Corporation and Company by their authorized representatives as of March 15, 2002.

ISLAND MILLS COMPANY

BY: SF Van Pelt
SUSAN VAN PELT, President

KACHINA, LLC

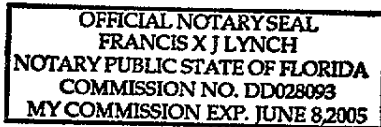
BY: SF Van Pelt
SUSAN VAN PELT, Managing Member

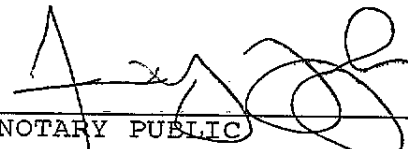
FILED
APR 20 2002
CLERK OF COURT
JANUARY 20 2002
CLERK OF COURT
MAY 20 2002
CLERK OF COURT

STATE OF FLORIDA)
 :ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 15th day of MARCH, 2002, by SUSAN VAN PELT, as President of ISLAND MILLS COMPANY, a Florida corporation, who is personally known to me ~~or has produced~~ ~~as identification and who did take an oath.~~

Witness my hand and official seal this 15th day of MARCH, 2002.




NOTARY PUBLIC

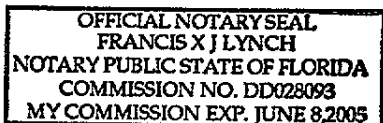
My Commission Expires:


AFFIX NOTARY SEAL

STATE OF FLORIDA)
 :ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 15th day of MARCH, 2002, by SUSAN VAN PELT, as Managing Member of KACHINA, LLC, a Florida limited liability company, who is personally known to me ~~or has produced~~ ~~as identification and who did take an~~ oath.

Witness my hand and official seal this 15th day of MARCH, 2002.




NOTARY PUBLIC

My Commission Expires:

AFFIX NOTARY SEAL

FILED
02 MAR 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER
BETWEEN
ISLAND MILLS COMPANY
(a Florida corporation)
and
KACHINA, LLC
(a Florida limited liability company)

Agreement and Plan of Merger dated March 15, 2002, 2002
between ISLAND MILLS COMPANY, a Florida corporation
("Corporation"), and KACHINA, LLC, a Florida limited liability
company ("Company").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), Corporation shall be merged with and into Company (the "Merger"), the separate and corporate existence of Corporation shall cease, and Company (the "Surviving Company") shall continue its existence pursuant to the laws of Florida under its present name. (Company and Corporation are collectively referred to as the "Constituent Entities").
2. The Merger shall become effective as of the date the articles of merger are filed with the Secretary of State of Florida (the "Effective Time").
3. The Surviving Company shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Entities shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real state vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.
4. All obligations belonging to our due to each of the Constituent Entities shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
- (a) each issued and outstanding share of the capital stock of Corporation shall be cancelled without payment of any consideration and without any conversion; and
 - (b) each membership interest of Company shall remain issued and outstanding.
6. The articles of organization of Company in effect immediately prior to the Effective Time shall continue without change and be the articles of organization of the Surviving Company.
7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.
8. The manager of the Surviving Company shall be SUSAN VAN PELT, whose address is 340 Royal Poinciana Way, Suite 340, Palm Beach, Florida 33480.

ISLAND MILLS COMPANY

BY: SF Van Pelt
SUSAN VAN PELT, President

KACHINA, LLC

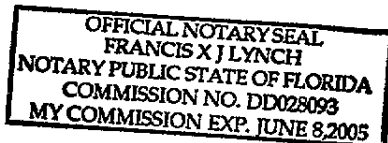
BY: SF Van Pelt
SUSAN VAN PELT
Managing Member


FILED
02 MAR 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 : ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 15th day of MARCH, 2002, by SUSAN VAN PELT, as President of ISLAND MILLS COMPANY, a Florida corporation, who is personally known to me ~~or has produced~~ as identification and who did take an oath.

Witness my hand and official seal this 15th day of MARCH, 2002.

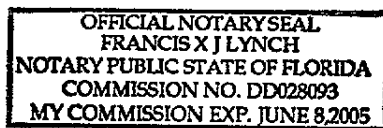


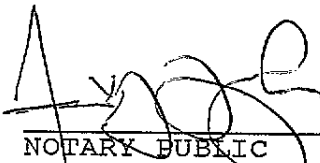

NOTARY PUBLIC
My Commission Expires:
AFFIX NOTARY SEAL

STATE OF FLORIDA)
 : ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 15th day of MARCH, 2002, by SUSAN VAN PELT, as Managing Member of KACHINA, LLC, a Florida limited liability company, who is personally known to me ~~or has produced~~ as identification and who did take an
-oath.

Witness my hand and official seal this 15th day of MARCH, 2002.




NOTARY PUBLIC
My Commission Expires:
AFFIX NOTARY SEAL

FILED
02 MAR 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ISLAND MILLS COMPANY, a Florida entity, P96000072644

INTO

KACHINA, LLC, a Florida entity, L02000000010

File date: March 20, 2002

Corporate Specialist: Tammi Cline