

L02 000006777

D. MICHAEL CHESSER*
HARRY E. BARR***
H. BART FLEET
LISA JO SPENCER
CHRISTA L. SWANICK
ALLISON M. TRINGAS
DAPHNE WIGGINS MARTIN*
JOHN C. BRYAN, JR.
WILLIAM G. KILPATRICK, JR.

OF COUNSEL
J.D. WINGARD, JR.
JEROME A. ZIVAN**

1201 EGLIN PARKWAY
SEALIMAR, FLORIDA 32579
(850) 651-9944
FAX (850) 651-6084

April 5, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700005254457--7
-04/11/02--01060--008
*****90.00 *****90.00

**Re: Southern Prime Development, Inc. & Laird Real Estate Management, LLC
Merger**

Dear Sir/Madam:

Enclosed please find the original Articles of Merger, a copy to be certified and a check in the amount of \$90.00 for the filing fee and certified copy for the above referenced cross entity merger. Please file with the appropriate division and forward the certified copy back to the address above at your next earliest convenience. If you have any questions, please don't hesitate to call me at the number above. Thank you.

02 APR 9 AM 8:37
RECEIVED
TALLAHASSEE
FLORIDA

Very truly yours,

William G. Kilpatrick, Jr.

William G. Kilpatrick, Jr.
EMAIL: bill@bartfleet.com

WGK
Enclosures: A/S

L02-6777
QR

FF \$ 60.00
CC 30.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections(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 the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SOUTHERN PRIME DEVELOPMENT, INC. 116 Highway 98 East Destin, FL 32541	Florida	For Profit Corporation

Florida Document/Registration Number: P01000016953

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LAIRD REAL ESTATE MANAGEMENT, LLC 116 Highway 98 East Destin, FL 32541	Florida	Limited Liability Company

Florida Document/Registration Number: L02000006777

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(s) 607, 617, 608, 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 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.

02 APR -9 AM 8:37
FILED
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

SIXTH: 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.

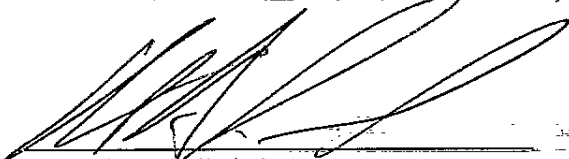
SEVENTH: The merger shall become effective as of :

The date the Articles of Merger are filed with Florida Department of State.

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

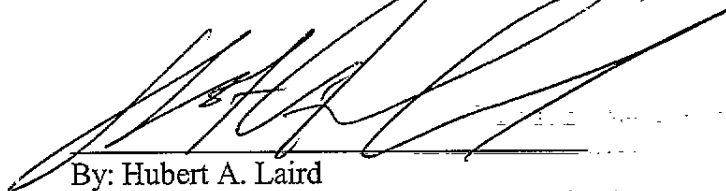
NINTH: Signatures for each party:

SOUTHERN PRIME DEVELOPMENT, INC.



By: Hubert A. Laird
Its: President

LAIRD REAL ESTATE MANAGEMENT, LLC



By: Hubert A. Laird
Its: Member

FILED
02 APR -9 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the merging party is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
SOUTHERN PRIME DEVELOPMENT, INC.	Florida

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

<u>NAME</u>	<u>JURISDICTION</u>
LAIRD REAL ESTATE MANAGEMENT, LLC	Florida

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

Southern Prime Development, Inc. shall be Merged into Laird Real Estate Management, LLC and the shareholders of Southern Prime Development, Inc. shall become the members of Laird Real Estate Management, LLC in accordance with the Operating Agreement for such LLC.

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: The percentage ownership interest of the shareholders of the merging corporation, shall enjoy the same percentage ownership interest with regards to their membership interest in the limited liability company.

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: The members of the surviving limited liability company shall have the same rights to acquire interests, shares, obligations or other securities in the same manner as provided in the merging corporation.

02 APR -9 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

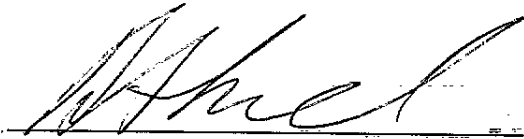
FILED

FIFTH: 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 manager(s) are as follows:

<u>Name</u>	<u>Address</u>
Hubert A. Laird	116 Highway 98 East Destin, FL 32541

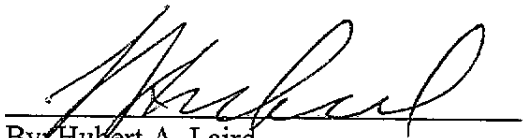
SIXTH: Signatures for each party:

SOUTHERN PRIME DEVELOPMENT, INC.



By: Hubert A. Laird
Its: President

LAIRD REAL ESTATE MANAGEMENT, LLC



By: Hubert A. Laird
Its: Member

FILED
02 APR -9 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHERN PRIME DEVELOPMENT, INC. a Florida entity, P01000016953

,

INTO

LAIRD REAL ESTATE MANAGEMENT, LLC, a Florida entity, L02000006777

File date: April 9, 2002

Corporate Specialist: Tammi Cline