

Division of Corporations,

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L02000009288

Florida Department of State

Division of Corporations

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MJH*902A 00024905***MERGER OR SHARE EXCHANGE****927 STRANGLER FIG LANE, LLC**

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GULF PINES HOLDING COMPANY, P01000031284, A FLORIDA
CORPORATION

INTO

927 STRANGLER FIG LANE, LLC, a Florida entity, L02000009288

File date: April 24, 2002

Corporate Specialist: Michelle Hodges

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382, 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>
Gulf Pines Holding Company 515 Madison Avenue, Suite 905 New York, NY 10022	Florida	Corporation
Florida Document/Registration Number: <u>P01000031284</u>		FEI Number: <u>65-1091335</u>

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
927 STRANGLER FIG LANE, LLC 515 Madison Avenue, #905 New York, NY 10022	Florida	Limited Liability Company
Florida Document/Registration Number: <u>L02000009288</u>		FEI Number: <u>356-34-3452</u>

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the operating agreement or articles of organization of the limited liability company that is a party to the merger.


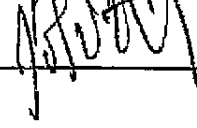
FIFTH: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

SEVENTH: Signature for each party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Type or Printed Name of Individual</u>
Gulf Pines Holding Company		John W. Elting, President
927 Strangler Fig Lane, LLC		John W. Elting, Sole Member

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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 sections 607.1107 and 608.4381, Florida Statutes, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Gulf Pines Holding Company (hereinafter referred to as "Gulf Pines")	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
927 Strangler Fig Lane, LLC (hereinafter referred to as "Strangler, LLC")	Florida

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

1. **Merger.** In accordance with the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, Gulf Pines shall merge with and into Strangler, LLC (the "Merger"), the separate existence of Gulf Pines shall cease, and Strangler, LLC shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity"). Strangler, LLC is not managed by one or more managers.
2. **Effective Date.** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State ("Effective Date").
3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Business Corporation Act and the Florida Limited Liability Company Act.
4. **Surviving Member.** The membership rights of the sole member of the Surviving Entity as of the Effective Date shall continue in existence following the Effective Date.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each party into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

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1. The shares of the common stock of the sole shareholder of Gulf Pines at and as of the Effective Date shall be canceled of record and cease to exist. The units of the sole Member of Strangler, LLC at and as of the Effective Date shall remain the same following the Effective Date.

2. There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of any merged party. Therefore, there is no manner or basis of converting rights to acquire interests, shares, obligations or other securities of the 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.

The undersigned have caused this Plan of Merger to be made and entered into as of this 18th day of April, 2002.

THE MERGING PARTY:

GULF PINES HOLDING COMPANY

By: 
John W. Eling, President**THE SURVIVING ENTITY:**

927 STRANGLER FIG LANE, LLC

By: 
John W. Eling, Sole Member

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