

**02000034205**

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## From:

Account Name : GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.-FT. L  
Account Number : I19990000012  
Phone : (954) 468-1355  
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**462A00067438****MERGER OR SHARE EXCHANGE****GCC BEACON 22, 23 & 24, LLC**

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 24, 2002

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART

SUBJECT: GCC BEACON 22, 23 & 24, LLC  
REF: W02000035751

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 document must contain the name and address of the Manager or Managing Member of the surviving LLC.,

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) 245-6967.

Michelle Hodges  
Document Specialist

FAX Aud. #: H02000240051  
Letter Number: 302A00067248

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GCC BEACON 22, 23 & 24, INC., P99000028602, A Florida Corporation

INTO

**GCC BEACON 22, 23 & 24, LLC**, a Florida entity, L02000034205

File date: December 27, 2002

Corporate Specialist: Michelle Hodges

FAX AUDIT NO: H02000240051 1

**ARTICLES OF MERGER FOR GCC BEACON 22, 23 & 24, LLC**  
**AND**  
**GCC BEACON 22, 23 & 24, INC.**

Pursuant to Sections 607.1109 and 608.4382 of the Florida Statutes, GCC Beacon 22, 23 & 24, Inc. ("GCC Beacon Corp."), a Florida corporation, and GCC Beacon 22, 23 & 24, LLC ("GCC Beacon LLC"), a Florida limited liability company, hereby adopt the following Articles of Merger for the purpose of merging GCC Beacon Corp. with and into GCC Beacon LLC:

**I.**

**PLAN OF MERGER**

**Merger.** The names of each entity planning to merge, are as follows: GCC Beacon 22, 23 & 24, Inc. and GCC Beacon 22, 23 & 24, LLC. The name of the surviving entity into which the other entity plans to merge, which is hereinafter designated as the "Surviving Entity," is as follows: GCC Beacon 22, 23 & 24, LLC *102-34205*

**Terms and Conditions of Merger.** Subject always to the terms and conditions set forth herein, on and as of the Effective Date, as hereinafter set forth, GCC Beacon Corp. shall be merged with and into GCC Beacon LLC. The separate corporate existence of GCC Beacon Corp. shall cease and GCC Beacon LLC shall be the surviving entity (the "Surviving Entity") which shall continue as a limited liability company under the laws of the State of Florida. The Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises and all of the property, of whatever kind and description, of GCC Beacon Corp. and shall be responsible and liable for all the liabilities and obligations of GCC Beacon Corp., none of which shall be impaired by the merger. The Managing Member of the Surviving Entity is Flagler Development Company, whose address is 10151 Deerwood Park Blvd., Building 100, Suite 330, Jacksonville, FL 32256.

**THIS INSTRUMENT PREPARED BY:**

Lu-Ann Dominguez, Esq.  
Gunster, Yoakley & Stewart, P.A.  
500 E. Broward Blvd., Suite 1400  
Fort Lauderdale, FL 33394  
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**Conversion of Shares.** Upon and as of the Effective Date, the shares of common stock of GCC Beacon Corp. issued and outstanding on such date shall cease to be outstanding and each such share shall be converted into and shall become one unit of interest in the Surviving Entity. Promptly after the Effective Date, the management of the Surviving Entity shall cause to be issued to the shareholders of GCC Beacon Corp. certificates for the units of the Surviving Entity.

## II.

### **APPROVAL**

The Plan of Merger and these Articles of Merger were recommended to the shareholders of GCC Beacon Corp. for adoption by unanimous written consent of the directors of such corporation and were adopted by unanimous written consent of the shareholders of GCC Beacon Corp. Likewise, the Plan of Merger and these Articles of Merger were adopted by unanimous consent of the members of GCC Beacon LLC.

## III.

### **EFFECTIVE DATE**

**Effective Date of Merger.** The Effective Date of the merger shall be the date on which these Articles of Merger have been accepted by the Florida Department of State.

[SIGNATURES TO FOLLOW ON NEXT PAGE]

12/27/02 FRI 13:41 FAX 18547638855

GUNSTER, YOKLEY

005

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IN WITNESS WHEREOF, the above and foregoing Articles of Merger were executed as  
of the 20<sup>th</sup> day of December, 2002.

GCC Beacon 22, 23 & 24, Inc.,  
a Florida corporation

By:   
G. JOHN CAREY, President

GCC Beacon 22, 23 & 24, LLC,  
a Florida limited liability company

By: Flagler Development Company,  
Sole Member

By:   
G. JOHN CAREY, President

218678

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