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(Requestor's Name)

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(City/State/Zip/Phone #)

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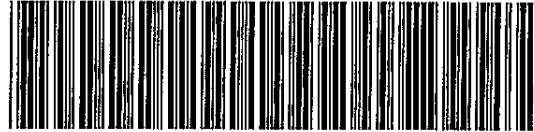
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(Document Number)

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Law Office of
JACK B. OWEN, JR., P.A.

4500 PGA BOULEVARD, SUITE 206
PALM BEACH GARDENS, FLORIDA 33418
TELEPHONE (561) 622-4521
FACSIMILE (561) 656-0917

JACK B. OWEN, JR.
jowen@owen-lawfirm.com

JANET M. CYR
jcyr@owen-lawfirm.com

April 1, 2005

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

Re: Articles of Merger

Dear Sir/Madame:

Enclosed please find Articles of Merger between Richland Development Corporation, GSFD Development Company, Inc. and Shores Pointe, LLC with Shores Pointe, LLC the surviving company. Also enclosed is our check in the amount of \$125.00 to pay for the following:

Two (2) Corporation Merger Fee at \$35.00 each	\$ 70.00
One (1) LLC Merger Fee at \$25.00	25.00
One (1) Certified Copy of Record	<u>30.00</u>
Total Due	<u>\$125.00</u>

Please do not hesitate to contact this office if you have any questions or require additional information.

Sincerely,



Regina L. Hinkson

Enclosures

ARTICLES OF MERGER

Pursuant to the provisions of Sections 607.1109, 608.4382 and/or 620.203 of the Florida Statutes, the undersigned companies adopt the following Articles of Merger for the purpose of merging:

1. PARTIES TO MERGER: The names of the companies that are parties to the merger are:

RICHLAND DEVELOPMENT CORPORATION, a Florida corporation ("RICHLAND")

Principal Office:

8217 Steeplechase Drive

Palm Beach Gardens, Florida 33418

Florida Document/Registration Number: H75172

FEI Number: 59-2609754

And

GSFD DEVELOPMENT COMPANY, INC. a Florida corporation ("GSFD")

Principal Office:

4500 PGA Blvd., Suite 207

Palm Beach Gardens, Florida 33418

Florida Document/Registration Number: P03000057427

FEI Number: 65-1190322

And

SHORES POINTE, LLC, a Florida limited liability company ("LLC")

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: L03000017951

FEI Number: 55-0834774

The surviving company is:

SHORES POINTE, LLC, a Florida limited liability company ("LLC")

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: L03000017951

FEI Number: 55-0834774

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2. PLAN OF MERGER APPROVAL: The attached Plan of Merger meets the requirements of Sections 607.1108, 608.438, 617.1103, and/or 620.201 of the Florida Statutes and was approved by LLC and by RICHLAND and GSFD in accordance with applicable provisions of the Florida Statutes.

3. MEMBER OR SHAREHOLDER APPROVAL: LLC, as the surviving entity, has obtained the written consent of each shareholder of RICHLAND and GSFD and each member of LLC that now will be members of LLC after the effective date of the merger pursuant to Sections 607.1108 (5), 608.4381 (2) and/or 620.202 (2) of the Florida Statutes.

4. MERGER PERMITTED UNDER STATE LAW AND APPLICABLE AGREEMENTS: This merger is permitted under the laws of Florida and is not prohibited by the Articles of Organization of LLC, the Articles of Incorporation of RICHLAND or the Articles of Incorporation of GSFD, or by any agreement entered into by LLC, RICHLAND or GSFD.

5. EFFECTIVE DATE OF MERGER: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on the 29 day of March, 2005.

Richland Development Corporation,
a Florida corporation

By: [Signature]
Guy M. DiVosta, President

GSFD Development Company, Inc.,
a Florida corporation

By: [Signature]
Guy M. DiVosta, President

Shores Pointe, LLC,
a Florida limited liability company

By: [Signature] Man Member.
Guy DiVosta, Managing Member


STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of March, 2005, by Guy DiVosta, as President of Richland Development Company, a Florida corporation, who is personally known to me or who produced _____ as identification.

Joanne Schiavone
Notary Public
 Joanne Schiavone
My Commission DD231012
Expires August 23, 2007

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of March, 2005 by Guy DiVosta, as President of GSFD Development Company, Inc., a Florida corporation, who is personally known to me or who produced _____ as identification.

Joanne Schiavone
Notary Public
 Joanne Schiavone
My Commission DD231012
Expires August 23, 2007
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SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of March, 2005, by Guy DiVosta, as Managing Member of Shores Pointe, LLC, a Florida limited liability company, who is personally known to me or who produced _____ as identification.

Joanne Schiavone
Notary Public
 Joanne Schiavone
My Commission DD231012
Expires August 23, 2007

PLAN OF MERGER

Pursuant to the provisions of Sections 607.1109, 608.4382 and/or 620.203 of the Florida Statutes, the undersigned companies adopt the following Plan of Merger for the purpose of merging:

1. PARTIES TO MERGER: The names of the companies that are parties to the merger are:

RICHLAND DEVELOPMENT CORPORATION, a Florida corporation ("RICHLAND")

Principal Office:

8217 Steeplechase Drive

Palm Beach Gardens, Florida 33418

Florida Document/Registration Number: H75172

FEI Number: 59-2609754

And

GSFD DEVELOPMENT COMPANY, INC. a Florida corporation ("GSFD")

Principal Office:

4500 PGA Blvd., Suite 207

Palm Beach Gardens, Florida 33418

Florida Document/Registration Number: P03000057427

FEI Number: 65-1190322

And

SHORES POINTE, LLC, a Florida limited liability company ("LLC")

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: L03000017951

FEI Number: 55-0834774

The surviving company is:

SHORES POINTE, LLC, a Florida limited liability company ("LLC")

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: L03000017951

FEI Number: 55-0834774

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2. PLAN OF MERGER: On March 29, 2005, the following plan of merger was approved by all of the members and the shareholders of each of the undersigned companies in the manner prescribed by the Florida Statutes:

Plan of Merger: RICHLAND and GSFD shall merge with and into LLC, and LLC shall be the surviving company under the following listed provisions, covenants, terms and conditions:

A. Separate Existence of RICHLAND and GSFD: On the effective date of the merger, the separate existence of RICHLAND and GSFD shall cease, and LLC shall succeed to all of the rights, privileges, and immunities of RICHLAND and GSFD, and shall obtain all of the property, real, personal, and mixed, of RICHLAND and GSFD, without the necessity for any separate transfer. LLC from and after the effective date of this merger shall be responsible and liable for all liabilities and obligations of RICHLAND and GSFD, and neither the rights of creditors nor any liens on the property of RICHLAND and GSFD, if any, shall be impaired by the merger.

B. Conversion of Shares: The manner and basis of converting the shares of RICHLAND and GSFD into member units of LLC is as follows:

i. Each share of the \$1.00 par value common stock of RICHLAND and GSFD issued and outstanding on the effective date of the merger shall be converted into member units of LLC, which member units of LLC shall then be considered issued and outstanding. However, in no event shall fractional shares of LLC be issued.

ii. The issued and outstanding shares of RICHLAND and GSFD immediately before such merger are held as follows:

<u>Owner</u>	<u>Number of Shares Outstanding</u>
For RICHLAND: GSFD Dev. Company, Inc.	1,000
For GSFD: Shores Pointe, LLC	<u>1,000</u>
Total:	2,000

The issued and outstanding member units of LLC immediately before the merger are held as follows:

<u>Owner</u>	<u>Number of Member Units Outstanding</u>
Guy M. DiVosta	<u>1,000</u>
Total:	1,000

The member units of LLC outstanding immediately prior to the merger will continue to be outstanding after the effective date of the merger. The member units of LLC issued to shareholders of RICHLAND and GSFD shall be issued on the following ratio of exchange effective on the merger date:

One share each of RICHLAND and GSFD surrendered for
One member unit of LLC to be issued.

Immediately after the exchange, the following member units of LLC shall be all the then issued and outstanding member units of LLC.

<u>Owner</u>	<u>Number of Member Units Outstanding</u>
Guy M. DiVosta	<u>3,000</u>
Total:	3,000

iii. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in RICHLAND and GSFD shall surrender them to LLC, or its duly appointed agent, in the manner that LLC shall legally require. On receipt of the share certificates, LLC shall issue and exchange certificates for member units in LLC, representing the number of member units to which the holder is entitled as provided above.

iv. Holders of certificates of common stock of RICHLAND and GSFD shall not be entitled to dividends payable on member units in LLC until certificates of member units have been issued to those shareholders. Then, each such owner of member units shall be entitled to receive any dividends on member units of LLC issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those members of the certificate for his or her member units in LLC.

C. CHANGES IN ARTICLES OF ORGANIZATION. The articles of organization of LLC shall continue to be its articles of organization following the effective date of the merger.

D. CHANGES IN OPERATING AGREEMENT. The Operating Agreement of LLC shall be modified to document the new owners of member units of LLC after the effective date of the merger.

E. MANAGING MEMBER AND OFFICERS. The managing member and officers of LLC on the effective date of the merger shall be documented in the modified Operating Agreement.

F. Prohibited Transactions: Neither of the parties hereto shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.


3. MANAGING MEMBER OF SURVIVING COMPANY: The managing member of SHORES POINTE, LLC, the surviving entity, is as follows:

Guy M. DiVosta
Principal Office:
2523 Burns Road
Palm Beach Gardens, Florida 33410


4. EFFECTIVE DATE OF MERGER: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the 29 day of March, 2005.

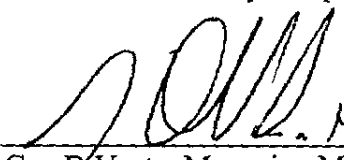
Richland Development Corporation,
a Florida corporation

By: 
Guy M. DiVosta, President

GSFD Development Company, Inc.,
a Florida corporation

By: 
Guy M. DiVosta, President

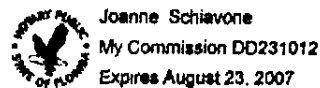
Shores Pointe, LLC,
a Florida limited liability company

By: 
Guy DiVosta, Managing Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of March, 2005, by Guy DiVosta, as President of Richland Development Company, a Florida corporation, who is personally known to me or who produced _____ as identification.

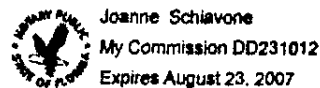
Joanne Schiavone
Notary Public



STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of March, 2005 by Guy DiVosta, as President of GSFD Development Company, Inc., a Florida corporation, who is personally known to me or who produced _____ as identification.

Joanne Schiavone
Notary Public



STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of March, 2005, by Guy DiVosta, as Managing Member of Shores Pointe, LLC, a Florida limited liability company, who is personally known to me or who produced _____ as identification.

Joanne Schiavone
Notary Public

