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Division of Corporations

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L03000039795

Florida Department of State

Division of Corporations

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To:

Division of Corporations

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From:

Account Name : JECK, HARRIS & JONES, LLP

Account Number : 120000000210

Phone : (561)746-1002

Fax Number : (561)747-4113

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MERGER OR SHARE EXCHANGE

HARBOUR ISLE AT HUTCHINSON ISLAND REALTY, LLC

Certificate of Status	1
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\$165.00

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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:

HARBOUR ISLE AT HUTCHINSON ISLAND REALTY, LLC, a Florida limited liability company
Principal Office:
4500 PGA Blvd., Suite 207
Palm Beach Gardens, Florida 33418
Florida Document/Registration Number: L03000039795
FEI Number: 20-0346175.

And

HARBOUR ISLE AT HUTCHINSON ISLAND REALTY, INC., a Florida corporation ("CORP")
Principal Office:
7777 North A1A
Vero Beach, Florida 32963
Florida Document/Registration Number: P02000018973
FEI Number: 03-0403557

The surviving company is:
HARBOUR ISLE AT HUTCHINSON ISLAND REALTY, LLC, a Florida limited liability company ("LLC")
Principal Office:
4500 PGA Blvd., Suite 207
Palm Beach Gardens, Florida 33418
Florida Document/Registration Number: L03000039795
FEI Number: 20-0346175.

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 CORP 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 CORP 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

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(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 CORP or by any agreement entered into by LLC or by Corp.

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 17 day of November 2003.

Harbour Isle at Hutchinson Island Realty, Inc.,
a Florida corporation

By: M. S. Simpson, Pres
Mason S. Simpson, President

Harbour Isle at Hutchinson Island Realty, LLC,
a Florida limited liability company

By: O. B. DiVosta
Otto B. DiVosta, Authorized
Representative of Managing Member

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 17 day of November, 2003, by Mason S. Simpson, as President for Harbour Isle at Hutchinson Island Realty, Inc., a Florida corporation.

[Signature]
Notary Public

Personally Known X OR Produced Identification _____
Type of Identification Produced _____



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STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day of November, 2003 by Otto B. DiVosta on behalf of Harbour Isle at Hutchinson Island Realty, LLC, a Florida limited liability company.

Leutenna L. Farrell
Notary Public

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EXHIBIT TO ARTICLES OF MERGER

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:

HARBOUR ISLE AT HUTCHINSON ISLAND REALTY, LLC, a Florida limited liability company
Principal Office:
4500 PGA Blvd., Suite 207
Palm Beach Gardens, Florida 33418
Florida Document/Registration Number: L03000039795
FEI Number: 20-0346175.

And

HARBOUR ISLE AT HUTCHINSON ISLAND REALTY, INC., a Florida corporation ("CORP")
Principal Office:
7777 North A1A
Vero Beach, Florida 32963
Florida Document/Registration Number: P02000018973
FEI Number: 03-0403557

The surviving company is:

HARBOUR ISLE AT HUTCHINSON ISLAND REALTY, LLC, a Florida limited liability company
Principal Office:
4500 PGA Blvd., Suite 207
Palm Beach Gardens, Florida 33418
Florida Document/Registration Number: L03000039795
FEI Number: 20-0346175.

2. PLAN OF MERGER: On November 17, 2003 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: CORP 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 CORP: On the effective date of the merger, the separate existence of CORP shall cease, and LLC shall succeed to all of the rights, privileges, and immunities

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TALLAHASSEE, FLORIDA

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of CORP, and shall obtain all of the property, real, personal, and mixed, of CORP, 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 CORP, and neither the rights of creditors nor any liens on the property of CORP, if any, shall be impaired by the merger.

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

i. Each share of the \$1.00 par value common stock of CORP 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 CORP immediately before such merger are held as follows:

<u>Owner</u>	<u>Number of Shares Outstanding</u>
Mason S. Simpson	100
Total:	100

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>
H Isle, LLC	100
Total:	100

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 CORP shall be issued on the following ratio of exchange effective on the merger date:

<u>One</u>	share of CORP surrendered for
<u>Ninety Nine</u>	member units 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>
H Isle, LLC	100
Mason S. Simpson	9,900
Total:	10,000

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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 CORP 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 CORP 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 HARBOUR ISLE DEVELOPMENT, LLC, the surviving entity, is as follows:

Harbour Isle Development, LLC, a Florida limited liability company
Principal Office:
4500 PGA Blvd., Suite 207
Palm Beach Gardens, Florida 33418

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.

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HARBOUR ISLE DEVELOPMENT, LLC
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IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the 17 day of November 2003.

Harbour Isle at Hutchinson Island Realty, Inc.,
a Florida corporation

By: M. S. Simpson, Pres
Mason S. Simpson, President

Harbour Isle at Hutchinson Island Realty, LLC,
a Florida limited liability company

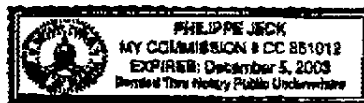
By: O. B. DiVosta
Otto B. DiVosta, Authorized
Representative of Managing Member

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 17 day of November 2003, by Mason S. Simpson, as President for Harbour Isle at Hutchinson Island Realty, Inc., a Florida corporation.

[Signature]
Notary Public

Personally Known X OR Produced Identification
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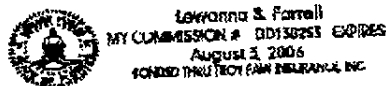


STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day of November 2003 by Otto B. DiVosta on behalf of Harbour Isle at Hutchinson Island Realty, LLC, a Florida limited liability company.

Lewanna S. Farrell
Notary Public

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Type of Identification Produced _____



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