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(Business Entity Name)

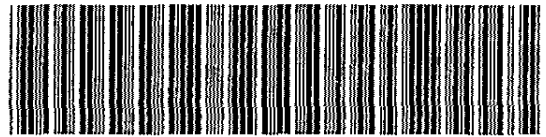
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2005 FEB -3 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

L04-65787

EFFECTIVE DATE

2-14-05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 27, 2005

JOHN ALLISON, III
6803 OVERSEAS HIGHWAY
MARATHON, FL 33050

SUBJECT: CORAL LAGOON PROPERTIES KW, LLC
Ref. Number: L04000065787

We have received your document for CORAL LAGOON PROPERTIES KW, LLC and check(s) totaling \$25.00 of which \$ has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$25.00 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

The effective day must be specific and cannot be prior to the date of filing.

The articles of merger must reflect that the plan of merger 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, 608 and/or 620, Florida Statutes.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 705A00005811

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE ALLISON FIRM, P.A.

6803 Overseas Highway
Marathon, Florida 33050

JOHN R. ALLISON, III

January 17, 2005

TELEPHONE
305-289-3134
TELECOPIER
305-289-3135
E-MAIL
jallison@theallisonfirm.net

UPS

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger

Dear Sir/Madam:

I am enclosing an original of the Articles of Merger for Coral Lagoon Properties, LLC, a Texas limited liability company, and Coral Lagoon Properties KW, LLC, a Florida limited liability company, and my check in the amount of \$25.00 to cover the filing fees.

Thank you for your prompt attention to this matter.

Sincerely,


JOHN R. ALLISON, III

Enclosures as stated

FILED
2005 FEB -3 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE ALLISON FIRM, P.A.

6803 Overseas Highway
Marathon, Florida 33050

JOHN R. ALLISON, III

TELEPHONE
305-289-3134
TELECOPIER
305-289-3135
E-MAIL
jallison@theallisonfirm.net

February 1, 2005

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger

Dear Sir/Madam:

I am enclosing revised Articles of Merger for Coral Lagoon Properties, LLC, a Texas limited liability company, and Coral Lagoon Properties KW, LLC, a Florida limited liability company, and my check in the amount of \$25.00 to cover the additional filing fees.

A stamped, self-addressed return envelope is provided herewith. Thank you for your prompt attention to this matter.

Sincerely,

JOHN R. ALLISON, III

Enclosures as stated

2005 FEB -3 PM 3: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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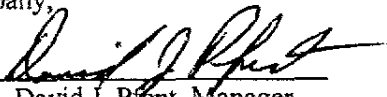
ARTICLES OF MERGER OF CORAL LAGOON PROPERTIES, LLC (a Texas limited liability company) AND CORAL LAGOON PROPERTIES KW, LLC (a Florida limited liability company) *684-6579*

Pursuant to the provisions of the Florida Limited Liability Act, the Florida entity and the foreign wholly-owned Texas entity, both as named above, do hereby adopt the following Articles of Merger:


1. Annexed hereto and made a part hereof is a Plan of Merger for merging Coral Lagoon Properties, LLC, a Texas limited liability company, into Coral Lagoon Properties KW, LLC, a Florida limited liability company, as approved by the Managers and Members of the limited liabilities companies on January 14, 2005.
2. The merger of Coral Lagoon Properties, LLC, a Texas limited liability company, into Coral Lagoon Properties KW, LLC, a Florida limited liability company is permitted by the laws of the jurisdiction of the organization of Texas and is in compliance with such laws. The date of adoption of the Plan of Merger for Coral Lagoon Properties, LLC was January 14, 2005.
3. The merger of Coral Lagoon Properties, LLC, a Texas limited liability company, into Coral Lagoon Properties KW, LLC, a Florida limited liability company is permitted by the laws of the State of Florida and is in compliance with the Florida Limited Liability Act. The date of adoption of the Plan of Merger for Coral Lagoon Properties KW, LLC was January 14, 2005.
4. David J. Pfent shall be the initial manager of the surviving entity. Mr. Pfent's business address is 1114 White Street, Key West, Florida 33040.
5. The surviving entity, Coral Lagoon Properties KW, LLC, shall possess all property and rights and shall be subject to all restrictions and duties of Coral Lagoon Properties, LLC and shall be governed by the laws of the State of Florida.
6. The effective date of the merger shall be ~~January~~ *February* 14, 2005. *at*

These Articles of Merger were executed on this 14th day of January, 2005.

CORAL LAGOON PROPERTIES,
KW, LLC, a Florida limited liability
company,

By: 
David J. Pfent, Manager

CORAL LAGOON PROPERTIES,
LLC, a Texas limited liability
company

By: 
David J. Pfent, Manager

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EFFECTIVE DATE
2-14-05

MERGER PLAN OF CORAL LAGOON PROPERTIES, LLC

AND CORAL LAGOON PROPERTIES KW, LLC

(a) Coral Lagoon Properties, LLC, a Texas limited liability company, and Coral Lagoon Properties KW, LLC, a Florida limited liability company, intend to and pursuant to laws of the State of Texas and the State of Florida do hereby merger into Coral Lagoon Properties KW, LLC, a Florida limited liability company.

(b) The terms and conditions of the merger are as set forth in the plan of merger.

(c) Coral Lagoon Properties KW, LLC, a Florida limited liability company, being the sole member of Coral Lagoon Properties, LLC, a Texas limited liability company.

(d) David J. Pfent shall be the initial manager of the surviving entity. Mr. Pfent's business address is 1114 White Street, Key West, Florida 33040.

(e) The effective date of the merger shall be February 14, 2005.

(f) Other provisions relating to the merger:

The separate existence of Coral Lagoon Properties, LLC, a Texas limited liability company, shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Coral Lagoon Properties KW, LLC, a Florida limited liability company, shall continue its existence as the surviving entity pursuant to the provisions of the Florida Limited Liability Act.

The outstanding member interests of shall not be converted in any manner, but all such interest that is outstanding as of the effective time and date of the merger shall be surrendered and extinguished.

The Manager of Coral Lagoon Properties KW, LLC is hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents that shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

(g) The plan of merger has been approved by all of the members and managers of both limited liability companies, and in particular pursuant to Chapter 608, F.S. for Coral Lagoon Properties KW, LLC .

(h) All members of each limited liability company were submitted the Plan of Merger for their written approval without a meeting pursuant to laws of the State of Texas and the State of Florida, and all members approved the Plan of Merger.


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TALLAHASSEE, FLORIDA

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(i) The Amended and Restated Operating Agreement adopted by Coral Lagoon Properties KW, LLC on January 14, 2005 will be the surviving operating agreement for the surviving entity.

This Plan of Merger is approved by the members and managers of the merging limited liability companies this 14th day of January, 2005.

CORAL LAGOON PROPERTIES,
KW, LLC, a Florida limited liability
company,

By: 
David J. Pfent, Manager

CORAL LAGOON PROPERTIES,
LLC, a Texas limited liability
company

By: 
David J. Pfent, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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