



L50168

ACCOUNT NO. : 072100000032
 REFERENCE : 762296 4303929
 AUTHORIZATION :
 COST LIMIT : \$ 131.25

Patricia Piquit

ORDER DATE : March 31, 1998
 ORDER TIME : 10:27 AM
 ORDER NO. : 762296-005
 CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
 Greenberg Traurig
 1221 Brickell Avenue
 Miami, FL 33131

EFFECTIVE DATE
 4/1/98

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 98 MAR 31 PM 1:17

FILED

700002473547--7

ARTICLES OF MERGER

DOUGLAS CENTRE, INC.

Name Availability	3/31/98
Document	INTO
Examiner	<i>Don</i>
Updater	<i>Don</i>
Update Verifier	<i>Don</i>
W.P. Verifier	<i>Don</i>

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- CERTIFIED COPY
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CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

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 98 MAR 31 AM 11:20
 DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

DOUGLAS CENTRE, INC., a Florida corporation L50168
,

INTO

DOUGLAS CENTRE II, INC.. a Delaware corporation not qualified in Florida

File date: March 31, 1998, effective April 1, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 131.25

EFFECTIVE DATE
4/1/98

98 MAR 31 PM 1:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
DOUGLAS CENTRE, INC., A FLORIDA CORPORATION
INTO
DOUGLAS CENTRE II, INC., A DELAWARE CORPORATION

Pursuant to the provisions of Sections 607.1107 and 607.1105 of the Florida Business Corporation Act, DOUGLAS CENTRE, INC., a Florida corporation ("CENTRE") and DOUGLAS CENTRE II, INC., a Delaware corporation ("CENTRE II), adopt the following Articles of Merger for the purpose of merging CENTRE with and into CENTRE II (the "Merger").

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit "A".

SECOND: The Agreement and Plan of Merger was adopted by the sole shareholder and sole director of CENTRE and CENTRE II by unanimous written consent in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act effective as of April 1, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 30th day of March, 1998, but shall be **effective as April 1, 1998, 12:01 A.M..**

DOUGLAS CENTRE, INC.

By: X. Francisco Rosales
X. Francisco Rosales, President

DOUGLAS CENTRE II, INC.

By: X. Francisco Rosales
X. Francisco Rosales, President

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective as of April 1, 1998, 12:01 A.M., between **DOUGLAS CENTRE, INC.**, a Florida corporation ("CENTRE"), and **DOUGLAS CENTRE II, INC.**, a Delaware corporation ("CENTRE II or the "Surviving Corporation").

Weda Developers, Inc., a Florida corporation, owns all of the capital stock of CENTRE (the "Centre Common Stock") and CENTRE II (the "Centre II Common Stock").

CENTRE and CENTRE II desire to effect the statutory merger of CENTRE with and into CENTRE II, with CENTRE II to survive such merger (the "Surviving Corporation").

1. **Constituent Corporations.** CENTRE and CENTRE II shall be parties to the merger (the "Merger") of CENTRE with and into CENTRE II.

2. **Terms and Conditions of Merger.** CENTRE (the "Constituent Corporation") shall, pursuant to Section 607.1107 and other applicable provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into CENTRE II, which shall continue to exist pursuant to Section 252 and other applicable provisions of the Delaware General Corporation Law ("DGCL"). Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease, and the Surviving Corporation shall comply with the BCA and DGCL in all respects.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the CENTRE Common Stock presently issued and outstanding shall be retired. Upon the Effective Date, each issued and outstanding share of CENTRE II Common Stock shall remain issued and outstanding.

4. **Articles of Incorporation.** The Articles of Incorporation of CENTRE II as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Delaware.

5. **Bylaws.** The Bylaws of CENTRE II as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Delaware.

6. **Directors and Officers.** The directors and officers of CENTRE II in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on **April 1, 1998, 12:01 A.M.** (the "Effective Date").

8. **Amendment of Plan of Merger.** The Board of Directors of each of CENTRE II and CENTRE are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to applicable laws.

DOUGLAS CENTRE, INC.

By: X. Francisco Rosales
X. Francisco Rosales, President

DOUGLAS CENTRE II, INC.

By: X. Francisco Rosales
X. Francisco Rosales, President