



THE UNITED STATES  
CORPORATION  
COMPANY

# L53299

XX

ACCOUNT NO. : 072100000032

REFERENCE : 680720 9960A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : May 1, 2000

ORDER TIME : 4:31 PM

ORDER NO. : 680720-015

CUSTOMER NO: 9960A

CUSTOMER: David H. Peek, Esq  
Peek, Cobb, Edwards & Ashton  
Suite 1609  
1301 Riverplace Boulevard  
Jacksonville, FL 32207

*merger*

000003234210--7

ARTICLES OF MERGER

RIVERSIDE GOLF MANAGEMENT  
COMPANY

INTO

RIVERSIDE GOLF GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX GOOD STANDING

\*\*\*FILE 2ND\*\*\*

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

*ROD*  
*6/2/00*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY - 1 PM 4:47

FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAY - 1 PM 4:46

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

RIVERSIDE GOLF MANAGEMENT COMPANY, a Florida corporation S03089

INTO

**RIVERSIDE GOLF GROUP, INC.**, a Florida entity, L53299

File date: May 1, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER  
OF  
RIVERSIDE GOLF MANAGEMENT COMPANY  
INTO  
RIVERSIDE GOLF GROUP, INC.**

FILED  
00 MAY - 1 PM 4: 47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes (1997), the undersigned corporations certify as follows:

1. The constituent corporations participating in this merger are RIVERSIDE GOLF GROUP, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation"), and RIVERSIDE GOLF MANAGEMENT COMPANY, a Florida corporation (hereinafter referred to as the "Merging Corporation").
2. The name of the Surviving Corporation is RIVERSIDE GOLF GROUP, INC., and is to be governed under the laws of the State of Florida.
3. A Plan of Merger was approved by the Board of Directors and Shareholders of the constituent corporations on April 1, 2000, pursuant to Section 607.1103, Florida Statutes (1997).
4. The Articles of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Articles of Incorporation of the Surviving Corporation until amended or changed pursuant to the provisions of the Florida General Corporation Act.
5. Each share of the capital stock, \$.10 par value, of the Merging Corporation shall be surrendered and cancelled and exchanged for the same number of shares of the authorized capital stock, \$.10 par value, of the Surviving Corporation, and all other authorized and outstanding capital stock of the Surviving Corporation shall be cancelled.

6. The effective date of the merger shall be the date upon the filing of these Articles of Merger with the Secretary of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the date first written above.

**SURVIVING CORPORATION:**

RIVERSIDE GOLF GROUP, INC.

By: \_\_\_\_\_

*Steven N. Melnyk*  
Its President

Attest: \_\_\_\_\_

*Leslie C. Bowley*  
Its Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me, this 14<sup>th</sup> day of April, 2000, by STEVEN N. MELNYK and LESLIE C. BOWLEY, the President and Secretary, respectively, of RIVERSIDE GOLF GROUP, INC., who is either personally known to me or produced the identification described below and who did not take an oath.

(SEAL)

Barbara C. Loftin  
MY COMMISSION # CC880002 EXPIRES  
October 31, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.



*Barbara C. Loftin*  
Print: Barbara C. Loftin  
My Commission Expires:  
Notary Public, State and County  
Aforesaid.  
Commission No. \_\_\_\_\_

In person  
Type of Identification

**MERGING CORPORATION:**

**RIVERSIDE GOLF MANAGEMENT COMPANY**

By: \_\_\_\_\_

Its President

Attest: \_\_\_\_\_

Its Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me, this 14<sup>th</sup> day of April, 2000, by STEVEN N. MELNYK and LESLIE C. BOWLEY, the President and Secretary, respectively, of RIVERSIDE GOLF MANAGEMENT COMPANY, who is either personally known to me or produced the identification described below and who did not take an oath.

(SEAL)



Barbara C. Loftin  
MY COMMISSION # CC880002 EXPIRES  
October 31, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

Barbara C. Loftin

Print: BARBARA C. LOFTIN

My Commission Expires:

Notary Public, State and County

Aforesaid.

Commission No. \_\_\_\_\_

In Person

Type of Identification

658405/109807

## **PLAN OF MERGER**

The following Plan of Merger, pursuant to the provisions of Section 607.1101, Florida Statutes (1997), is made this 1st day of April, 2000, by and between RIVERSIDE GOLF MANAGEMENT COMPANY, a Florida corporation, (hereinafter referred to as the "Merging Corporation") and RIVERSIDE GOLF GROUP, INC., a Florida corporation, (hereinafter referred to as the "Surviving Corporation").

1. The Merging Corporation shall be merged into the Surviving Corporation, and the separate existence of the Merging Corporation shall cease.

2. The merger contemplated herein shall be effective upon the filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Date").

3. Each share of capital stock of the Merging Corporation which is issued and outstanding on the Effective Date shall, by virtue of the merger and without any action on the part of any holder thereof, be converted into one share of the capital stock of the Surviving Corporation.

4. Each share of the Merging Corporation's capital stock which is issued and outstanding on the Effective Date, by virtue of the merger and without any action on the part of the Merging Corporation, shall be retired and cancelled.

5. Each certificate evidencing ownership of shares of the Surviving Corporation's capital stock issued and outstanding on the Effective Date or held by the Surviving Corporation in its treasury shall continue to evidence ownership of the same number of shares of the Surviving Corporation's capital stock.

6. As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates representing shares of the capital stock of the Merging Corporation shall surrender the same to the Surviving Corporation, and shall receive in exchange a certificate or certificates representing the number of shares of the Surviving Corporation's capital stock into which the shares of the Merging Corporation's capital stock represented by the certificate or certificates so surrendered shall have been converted.

7. Until surrendered, each outstanding certificate which, prior to the Effective Date, represented capital stock of the Merging Corporation shall be deemed for all purposes, other than the payment of dividends or other distributions, to evidence ownership of the number of shares of the Surviving Corporation's capital stock into which it was converted, and no dividend or other distribution payable to holders of the Surviving Corporation's capital stock as of any date subsequent to the Effective Date shall be paid to the holders of outstanding certificates theretofore representing shares of the Merging Corporation's capital stock; provided, however, that upon surrender and exchange of such outstanding certificates there shall be paid to the record holders of the certificates issued in exchange therefor the amount, without interest thereon, of dividends and other distributions which would have been payable with respect to the shares of the Surviving Corporation's capital shares represented thereby.

8. On the Effective Date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all property, real, personal and mixed of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall

thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

9. The bylaws and Articles of Incorporation of the Surviving Corporation shall continue to be its bylaws and Articles of Incorporation following the Effective Date of the merger.

10. The directors and officers of the Surviving Corporation on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

11. This Plan of Merger shall be submitted for the approval of the directors and shareholders of the Merging Corporation and the Surviving Corporation.

DATED: April 1, 2000.

**SURVIVING CORPORATION:**

RIVERSIDE GOLF GROUP, INC.

By: 

Its President

Attest: 

Its Secretary



STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me, this 14<sup>th</sup> day of April, 2000, by STEVEN N. MELNYK and LESLIE C. BOWLEY, the President and Secretary, respectively, of RIVERSIDE GOLF MANAGEMENT COMPANY, who is either personally known to me or produced the identification described below and who did not take an oath.

(SEAL)

My Commission Expires:



Barbara C. Loftin  
MY COMMISSION # CC880002 EXPIRES  
October 31, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

Barbara C. Loftin  
Print: BARBARA C. Loftin  
Notary Public, State and County  
Aforesaid.  
Commission No. \_\_\_\_\_

In person  
Type of Identification

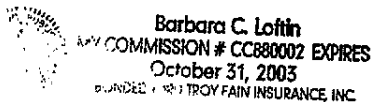
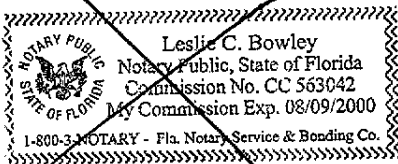
658405/109811

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me, this 14<sup>th</sup> day of April, 2000, by STEVEN N. MELNYK and LESLIE C. BOWLEY, the President and Secretary, respectively, of RIVERSIDE GOLF GROUP, INC., who is either personally known to me or produced the identification described below and who did not take an oath.

(SEAL)

My Commission Expires:



Barbara C. Loftin  
Leslie C. Bowley  
Barbara C. Loftin  
Print: Leslie C. Bowley  
Notary Public, State and County  
Aforesaid.  
Commission No. \_\_\_\_\_

Type of Identification \_\_\_\_\_

MERGING CORPORATION:

RIVERSIDE GOLF MANAGEMENT COMPANY

By: Steven N. Melnyk  
Its President

Attest: Leslie C. Bowley  
Its Secretary

**RIVERSIDE GOLF GROUP, INC.**

**CONSENT TO CORPORATE ACTION**

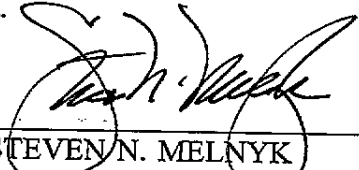
The undersigned, constituting all of the shareholders and directors of RIVERSIDE GOLF GROUP, INC., a Florida corporation ("Corporation"), hereby consent to the following corporate action without a meeting pursuant to Florida Statutes §607.0704 and §607.0821.

RESOLVED, that this Corporation be authorized, and its duly elected officers are hereby directed, to enter into that certain Plan of Merger, a copy of which is attached hereto and by this reference incorporated herein, whereby RIVERSIDE GOLF MANAGEMENT, INC., a Florida corporation, shall merge into and with this Corporation; and

FURTHER RESOLVED, that the duly elected officers of this Corporation are hereby authorized and directed to execute the Articles of Merger relating to the above Resolution, a copy of which is attached hereto and by this reference incorporated herein, whereby the merger of this Corporation with RIVERSIDE GOLF MANAGEMENT, INC. shall be made of public record with the Secretary of the State of Florida; and

FURTHER RESOLVED, that the duly elected officers of this Corporation are hereby authorized and directed to cause such Articles of Merger to be filed with the Secretary of State of the State of Florida.

Dated: April 17, 2000

  
STEVEN N. MELNYK  
Shareholder and Director

**RIVERSIDE GOLF MANAGEMENT COMPANY**

**CONSENT TO CORPORATE ACTION**

The undersigned, constituting all of the shareholders and directors of RIVERSIDE GOLF MANAGEMENT COMPANY, a Florida corporation ("Corporation"), hereby consent to the following corporate action without a meeting pursuant to Florida Statutes §607.0704 and §607.0821.

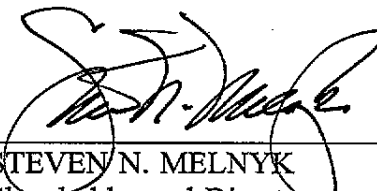
RESOLVED, that this Corporation be authorized, and its duly elected officers are hereby directed, to enter into that certain Plan of Merger, a copy of which is attached hereto and by this reference incorporated herein, whereby this Corporation shall merge into and with RIVERSIDE GOLF GROUP, INC., a Florida corporation; and

FURTHER RESOLVED, that the duly elected officers of this Corporation are hereby authorized and directed to execute the Articles of Merger relating to the above Resolution, a copy of which is attached hereto and by this reference incorporated herein, whereby the merger of this Corporation with RIVERSIDE GOLF GROUP, INC. shall be made of public record with the Secretary of the State of Florida; and

FURTHER RESOLVED, that the duly elected officers of this Corporation are hereby authorized and directed to cause such Articles of Merger to be filed with the Secretary of State of the State of Florida.

Dated: \_\_\_\_\_

*April 17, 2000*

  
\_\_\_\_\_  
STEVEN N. MELNYK  
Shareholder and Director