

Division of Corporations

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L91081

Florida Department of State

Division of Corporations

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To:

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Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP
Account Number : 071075000166
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02 DEC 18 PM 1:08
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TALLAHASSEE, FLORIDA

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RECEIVED
02 DEC 23 AM 10:33
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

RAVINES GOLF CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Mayer
12/18/2002

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

K-S RAVINES CORPORATION, a Florida corporation, document number
L83121

INTO

RAVINES GOLF CORPORATION, a Florida entity, L91081.

File date: December 18, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 19, 2002

RAVINES GOLF CORPORATION
2932 RAVINES ROAD
MIDDLEBURG, FL 32068US

SUBJECT: RAVINES GOLF CORPORATION
REF: 391081

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The document is illegible and not acceptable for imaging.

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) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H02000238906
Letter Number: 102A00066784

H02000238906

**ARTICLES OF MERGER
OF
K-S RAVINES CORPORATION
WITH AND INTO
RAVINES GOLF CORPORATION**

FILED
02 DEC 18 PM 1:09
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TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
K-S Ravines Corporation 2932 Ravines Road Middleburg, Florida 32068	Florida	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ravines Golf Corporation 2932 Ravines Road Middleburg, Florida 32068	Florida	Corporation

Florida Document/Registration Number: 191081 FEI Number: 593020951

THIRD: The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes. The Plan of Merger was adopted by the shareholders of each corporation that is a party to the merger on December 18, 2002.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the articles of incorporation or bylaws of the corporations that are a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.


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RAVINES GOLF CORPORATION
a Florida corporation, Surviving Entity

By: 
Mr. Ryoichi Kondo, Chief Executive Officer

K-S RAVINES CORPORATION
a Florida corporation, Merging Entity

By: 
Mr. Ryoichi Kondo, Chief Executive Officer

RCOR140680.1

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**PLAN OF MERGER
OF
K-S RAVINES CORPORATION
WITH AND INTO
RAVINES GOLF CORPORATION**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

FIRST: The name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
K-S Ravines Corporation	Florida

SECOND: The name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Ravines Golf Corporation	Florida

THIRD:

The terms and conditions of the merger are as follows:

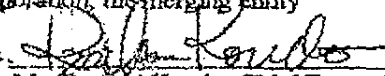
K-S Ravines Corporation shall be merged into Ravines Golf Corporation and such merger shall become effective as of the day the Articles of Merger are filed with the Florida Department of State.

FOURTH:

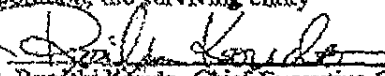
The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All assets and liabilities of K-S Ravines Corporation will be vested in Ravines Golf Corporation by operation of law upon the merger. The outstanding common stock of the surviving party shall remain outstanding and be unaffected by merger. The merging corporation shall cease to exist and all beneficial interests therein shall be extinguished.

K-S RAVINES CORPORATION, a Florida
corporation, the merging entity

By: 
Mr. Ryochi Kondo, Chief Executive Officer

RAVINES GOLF CORPORATION, a Florida
corporation, the surviving entity

By: 
Mr. Ryochi Kondo, Chief Executive Officer