L96710

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

FILED
2002 JUN -4 AM 11: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Account Number: FCA000000017

Reference: (Sub Account):

Date: 6/4/02

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (x261)

200005677442--3
-06/04/02--01017--004
*****78.75 *****78.75

Corporation Name: Southlake, Inc.

Entity Number: L60201

Authorization: Kim Pullen

X Certified Copy

____ Certificate of Status

____ New Filings

____ Plain Stamped Copy

____ Annual Report

____ Fictitious Name

X Amendments
Merger

____ Registration

(X) Call When Ready

(X) Call if Problem

(   ) After 4:30

(X) Walk In

(   ) Will Wait

(X) Pick Up

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Client: 23271 Matter: 81317

Name: Bill Deas Office:

C. Coulliette JUN 04 2002

TAL#501656.01

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHLAKE, INC., a Florida corporation, L60201

INTO

SOUTHLAKE UTILITIES, INC., a Florida entity, L96710

File date: June 4, 2002

Corporate Specialist: Cheryl Coulliette

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2002 JUN -4 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
SOUTHLAKE, INC.

WITH AND INTO

SOUTHLAKE UTILITIES, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles Of Merger for the purpose of merging SOUTHLAKE, INC., a Florida corporation, into SOUTHLAKE UTILITIES, INC., a Florida corporation:

1. The names of the corporations which are parties to the within merger are Southlake, Inc. ("Southlake"), and Southlake Utilities, Inc. ("Southlake Utilities") Southlake Utilities is the surviving corporation.

2. The following Plan Of Merger was approved by the Shareholders of each of the two undersigned corporations on May 29, 2002, in the manner prescribed by the Florida Business Corporation Act.

   (a) Southlake shall merge with and into Southlake Utilities which shall be the surviving corporation.

   (b) On the effective date of the merger, the separate existence of Southlake shall cease; and Southlake Utilities shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real personal, and mixed of Southlake, without the necessity for any separate transfer. Southlake Utilities shall thereafter be responsible and liable for all liabilities and obligations of Southlake; and neither the rights of creditors nor any liens on the property of Southlake shall be impaired by the merger.

   (c) The manner and basis of converting the shares of Southlake into shares of Southlake Utilities is as follows:

      (i) Each share of the common stock of Southlake issued and outstanding on the effective date the merger shall be converted into 1.6204537 share of the common stock of Southlake Utilities which shares of common stock of Southlake Utilities shall then be issued and outstanding.

      (ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in

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Southlake shall surrender them to Southlake Utilities or its duly appointed agent, in the manner that Southlake Utilities shall legally require. On receipt of the share certificates, Southlake Utilities shall issue and exchange certificates for shares of common stock in Southlake Utilities, representing the number of shares of stock to which the holder is entitled as provided above. Any adjustments required in order to issue all necessary stock may be made by Southlake Utilities in its best good faith judgment.

(iii) Holders of certificates of common stock of Southlake shall not be entitled to dividends payable on shares of stock in Southlake Utilities until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares pf stock of Southlake Utilities issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance of those shareholders of the certificate for his or her shares in Southlake.

(d) The Articles Of Incorporation of Southlake Utilities shall continue to be its Articles Of Incorporation following the effective date of the merger.

(e) The By-Laws of Southlake Utilities shall continue to be its By-Laws following the effective date of the merger.

(f) The Directors and Officers of Southlake Utilities on the effective date of the merger, shall continue as the Directors and Officers of Southlake Utilities for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

3. As to each of the two undersigned corporations, the total number of shares and the designation and number of the shares of each class entitled to vote as a class are as follows:

Name Of Corporation	Designation Of Stock Class	Number Of Shares Outstanding
Southlake	Common	2,777
Southlake Utilities	Common	7,500

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4. As to each of the undersigned corporations, the total number of shares voted for and against the plan are as follows:

Name Of Corporation	Total Voted For	Total Voted Against
Southlake	2,777	-0-
Southlake Utilities	7,500	-0-

Dated this 29th day of May, 2002.

Signed and sealed in the presence of:

Signature Of Witness

Sandy C Wang
Typed or Printed Name of Witness

Signature of Witness

Ivanka Vasily
Typed or Printed Name of Witness
AS TO SOUTHLAKE

SOUTHLAKE, INC., a Florida corporation

By: ____________
JEFFREY CAGAN, as its President

[Corporate Seal]

Signature Of Witness

Sandy C Wang
Typed or Printed Name Of Witness

Signature Of Witness

Ivanka Vasily
Typed or Printed Name Of Witness
AS TO SOUTHLAKE UTILITIES

SOUTHLAKE UTILITIES, INC., a Florida corporation

By: ____________
JEFFREY CAGAN, as its President

[Corporate Seal]

F:\DOCS\SOUTHLAKE\2000-276\Articles Of Merger.wpd/skr/emw
5/23/02

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