

L98000000798

Florida Department of State
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From: ASTRID BUTTARI, Legal Assistant
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FISHER ISLAND HOLDINGS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
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ARTICLES OF MERGER
Merger Sheet

MERGING:

7600 OCEANSIDE DEVELOPERS, LLC A FLORIDA ENTITY

INTO

FISHER ISLAND HOLDINGS, LLC, a Florida entity, L98000000798

File date: July 2, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H01000077885

**ARTICLES OF MERGER
OF
7600 OCEANSIDE DEVELOPERS, LLC,
a Florida limited liability company,

WITH AND INTO

FISHER ISLAND HOLDINGS, LLC,
a Florida limited liability company**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, 7600 Oceanside Developers, LLC, a Florida limited liability company, and Fisher Island Holdings, LLC, a Florida limited liability company, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

(i) 7600 Oceanside Developers, LLC, a Florida limited liability company (the "Merging Company"); and L 98 - 1220

(ii) Fisher Island Holdings, LLC, a Florida limited liability company (the "Surviving Entity"). L 98 - 798

2. The Merging Company is hereby merged with and into the Surviving Entity and the separate existence of the Merging Company shall cease. The Surviving Entity is the surviving entity in the Merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously approved by the sole Manager and the sole member of the Merging Company by joint unanimous written consent dated as of June 26, 2001, in accordance with applicable Florida law.

4. The Agreement and Plan of Merger was unanimously approved by the sole Manager and all of the members of the Surviving Entity by joint unanimous written consent dated as of June 26, 2001, in accordance with applicable Florida law.

5. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

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FAX AUDIT NO.; H01000077885

The parties have caused these Articles of Merger to be executed on June 29, 2001.

MERGING COMPANY:

7600 OCEANSIDE DEVELOPERS, LLC

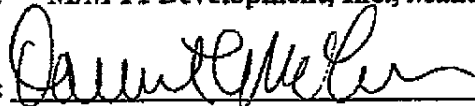
By: M/M FI Development, Inc., Manager

By: 
Daniel E. McLean, President

SURVIVING ENTITY:

FISHER ISLAND HOLDINGS, LLC

By: M/M FI Development, Inc., Manager

By: 
Daniel E. McLean, President

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of the 26th day of June, 2001, by and between 7600 Oceanside Developers, LLC, a Florida limited liability company (the "Merging Company"), and Fisher Island Holdings, LLC, a Florida limited liability company (the "Surviving Entity").

WITNESSETH:

WHEREAS, the Merging Company is a limited liability company duly organized existing under and by virtue of the laws of the State of Florida;

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, pursuant to duly authorized action by their respective Managers and members, as applicable, the Merging Company and the Surviving Entity have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Company and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Merging Company and the Surviving Entity agree that the Merging Company shall be merged with and into the Surviving Entity, as a single and Surviving Entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Florida as the Surviving Entity.

2. **SURVIVING ENTITY.** On the Effective Date (as defined below) of the Merger:

(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations as are provided by the Florida Statutes.

(b) The Merging Company shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger.

3. **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents of the Surviving Entity shall be as follows:

(a) **Articles of Organization.** The Articles of Organization of the Surviving Entity shall continue as the Articles of Organization of the Surviving Entity.

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(b) **Operating Agreement.** The Operating Agreement of the Surviving Entity shall continue as the Operating Agreement of the Surviving Entity.

4. **MANNER AND BASIS OF CONVERTING INTERESTS.** At the Effective Time, (i) all the membership interests or other evidence of ownership and any rights to acquire membership interests of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no membership interests or other evidence of ownership of the Surviving Entity will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same membership interests of the Surviving Entity, and in the same proportions, as they did prior to the Effective Time.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the Merging Company's sole Manager and sole member and the Surviving Entity's sole Manager and all of its members. The proper officers of the Merging Company and the Surviving Entity, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

7. **MANAGER.** The name and business address of the sole Manager of the Surviving Entity are as follows:

M/M FI DEVELOPMENT, INC.
1 Fisher Island Drive
Fisher Island, Florida 33109

8. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the members of the Merging Company and the members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

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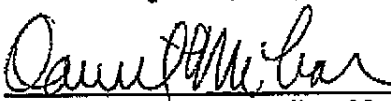
(c) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be entered into as of the date first above written.

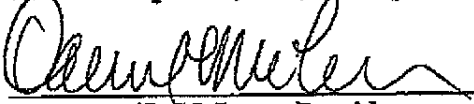
MERGING COMPANY:

7600 OCEANSIDE DEVELOPERS, LLC
By: M/M FI Development, Inc., Manager

By: 
Daniel E. McLean, President

SURVIVING ENTITY:

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By: M/M FI Development, Inc., Manager

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