

L98000000798

Florida Department of State
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From: Rosa Wong, Paralegal Clerk
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
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Dear Filing Officer:
Please file the attached Articles of Merger with today's date (12/21/04).
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MERGER OR SHARE EXCHANGE

FISHER ISLAND HOLDINGS, LLC

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

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

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FIRST: THE MERGING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
7400 OCEANSIDE FID, LLC ONE FISHER ISLAND DRIVE FISHER ISLAND, FL 33109	Delaware	Limited Liability Company

SECOND: THE SURVIVING PARTY

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FISHER ISLAND HOLDINGS, LLC ONE FISHER ISLAND DRIVE FISHER ISLAND, FL 33109	Florida	Limited Liability Company

Florida Document/Registration Number: L98000000798
FEI Number: 582405176

THIRD: THE PLAN OF MERGER

The attached plan of merger (the "Plan of Merger") meets the requirements of section 608.438, Florida Statutes, and was approved by the Unanimous Written Consent of the Members and Manager of the domestic limited liability company that is a party to the merger on December 16, 2004, in accordance with Chapter 608, Florida Statutes.

FOURTH: APPROVAL BY OTHER BUSINESS ENTITY

The Plan of Merger was approved by the Unanimous Written Consent of the Members of the other business entity that is a party to the merger on December 16, 2004, in accordance with the laws of the State of Delaware.

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FIFTH: MERGER IS PERMITTED BY LAW AND GOVERNING DOCUMENTS

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the formation or governing documents of any party to the merger.

SIXTH: EFFECTIVE DATE

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

SEVENTH: ARTICLES OF MERGER PERMITTED BY LAW

These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

[SIGNATURE PAGE FOLLOWS]

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EIGHTH: SIGNATURES FOR EACH PARTY

MERGING PARTY:

7400 OCEANSIDE FII, LLC

By: FISHER ISLAND HOLDINGS, LLC, its sole member

By: M/M FI Development, Inc., a Florida corporation, its Manager

By: 
John J. Melk, Chairman

SURVIVING PARTY:

FISHER ISLAND HOLDINGS, LLC

By: M/M FI Development, Inc., a Florida corporation, its Manager

By: 
John J. Melk, Chairman

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SIGNATURE PAGE TO ARTICLES OF MERGER

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PLAN OF MERGER

The following plan of merger (the "Plan of Merger"), was adopted and approved by each party to the merger in accordance with section 608.4381, Florida Statutes, and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, and is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: THE MERGING PARTY

The exact name, address and jurisdiction of the merging party are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>
7400 OCEANSIDE FH, LLC ONE FISHER ISLAND DRIVE FISHER ISLAND, FL 33109	Delaware

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SECOND: THE SURVIVING PARTY

The exact name, address and jurisdiction of the surviving party are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>
FISHER ISLAND HOLDINGS, LLC ONE FISHER ISLAND DRIVE FISHER ISLAND, FL 33109	Florida

THIRD: THE MERGER

1. On the Effective Date (as defined below), the merging party shall be merged with and into the surviving party, and the separate existence of the merging party shall cease. The surviving party shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the merging party. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the merging party shall vest in the surviving party. All and every other property and interest of the merging party shall be the property and interest of the surviving party to the same extent as the merging party. The title to any real property, whether obtained by deed or otherwise, that is vested in the merging party shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired.

2 On the Effective Date, the Articles of Organization of the surviving party, as filed with the Florida Department of State on June 15, 1998, and in effect immediately prior to the Effective Date, shall continue to be the Articles of Organization of the surviving party, until thereafter amended.

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3. On the Effective Date, the Regulations and Operating Agreement of the surviving party, dated June 16, 1998, as amended, as in effect immediately prior to the Effective Date (the "Operating Agreement"), shall continue to be the Operating Agreement of the surviving party, until thereafter altered, amended or repealed.

4. Subsequent to the Effective Date, the merging party shall not issue, sell, or issue rights to purchase any membership interests in the merging party (the "Membership Interests").

5. If at any time the surviving party deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the surviving party, according to the terms of this Plan of Merger, the title to any property, interest or rights of the merging party, the appropriate officers and members of the merging party shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the surviving party.

FOURTH: MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

1. On the Effective Date, all Membership Interests which shall be outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and extinguished.

2. On the Effective Date, each right to acquire additional Membership Interests of the merging party, to the extent that any such rights exist, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

FIFTH: MANAGER OF THE SURVIVING PARTY

The name and address of the sole manager of the surviving party are as follows:

M/M FI DEVELOPMENT, INC.
ONE FISHER ISLAND DRIVE
FISHER ISLAND, FL 33109

SEVENTH: STATEMENTS REQUIRED BY DELAWARE LAW

This Plan of Merger is on file at the place of business of the surviving party, as set forth above, and a copy of this Plan of Merger will be furnished by the surviving party, on request and without cost, to any member of the merging party.

EIGHTH: EFFECTIVE DATE

The merger shall become effective as of the date Articles of Merger are filed with the Florida Department of State and a Certificate of Merger is filed with the State of Delaware (the "Effective Date").

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NINTH: SIGNATURES FOR EACH PARTY

MERGING PARTY:

7400 OCEANSIDE FIH, LLC

By: FISHER ISLAND HOLDINGS, LLC, its sole member


By: M/M FI Development, Inc., a Florida corporation, its Manager

By: 
John J. Melk, Chairman

SURVIVING PARTY:

FISHER ISLAND HOLDINGS, LLC

By: M/M FI Development, Inc., a Florida corporation, its Manager

By: 
John J. Melk, Chairman

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SIGNATURE PAGE TO PLAN OF MERGER