Division of Corporations

L99000003947

Florida Department of State

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MERGER OR SHARE EXCHANGE

L99-3947

MIROMAR PROPERTIES PHASE II, INC.

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ARTICLES OF MERGER
OF
MIROMAR PROPERTIES PHASE II, INC. P99-51683
INTO
MIROMAR PROPERTIES PHASE II, L.L.C. L99-3947

Under Florida Statutes Section 607.1108 and Section 608.438

Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are Miromar Properties Phase II, Inc., a Florida corporation, and Miromar Properties Phase II, L.L.C., a Florida limited liability company. The surviving entity is Miromar Properties Phase II, L.L.C., and it is to be governed by the laws of the State of Florida.

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted by the sole stockholder of Miromar Properties Phase II, Inc. as of June 30, 1999, and was duly adopted the sole member of Miromar Properties Phase II, L.L.C. as of the June 30, 1999, and is effective as of June 30, 1999.

FOURTH: The effective date of the merger shall be as of June 30, 1999.

IN WITNESS WHEREOF, each of the entities party to this merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representatives this 30th day of June, 1999.

CORPORATION:

Miromar Properties Phase II, Inc.

By: _____
H. Georges Chami, Vice President

L.L.C.:

Miromar Properties Phase II, L.L.C.
By: Miromar Holdings, Inc., Sole Member

By: _____
H. Georges Chami, President

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Bruce D. Green, Esq.
12800 University Drive, Suite 600
Fort Myers, FL 33907
Phone: (941) 489-1776
FL Bar No.: 260533

Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this thirtieth (30th) day of June,1999, between Miromar Properties Phase II, Inc., a Florida corporation (the "Corporation") and Miromar Properties Phase II, L.L.C. (the "L.L.C."), and being sometimes referred to herein as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Corporation is a corporation duly organized under the laws of the State of Florida; and

WHEREAS, the L.L.C. is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors of the Corporation and the sole member of the L.L.C. deem it advisable for the general welfare of the Corporation and its sole shareholder and the L.L.C. and its member that the Corporation be merged into the L.L.C.; and

NOW, THEREFORE, the Constituent Entities hereby agree that the Corporation shall be merged with and into the L.L.C. (sometimes referred to herein as the "Surviving Entity") in accordance with applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger:

ARTICLE I
THE CONSTITUENT ENTITIES

The names of the Constituent Entities to the merger are Miromar Properties Phase II, Inc. (the "Corporation") and Miromar Properties Phase II, L.L.C. (the "L.L.C.").

ARTICLE II
THE MERGER; THE SURVIVING ENTITY

On the Effective Date, as hereinafter defined, the Corporation shall be merged into the L.L.C. in accordance with the applicable provisions of Chapter 607 (the Florida Business Corporation Act) and Chapter 608 (the Florida Limited Liability Company Act) of the Florida Statutes. The L.L.C. shall be the Surviving Entity.

ARTICLE III
THE EFFECT OF THE MERGER

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Entities shall be a single Florida limited liability company, which shall be the Surviving Entity. From and after such filing, the separate existence of the Corporation shall cease, while the existence of the L.L.C. shall continue unaffected and unimpaired. The

Surviving Entity shall have all the rights, privileges, immunities, and power, and shall be subject to all the duties and liabilities, of a limited liability company organized under the Florida Limited Liability Company Act. The Surviving Entity shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Entities. All property, real, personal and mixed, and all debts due on whatever account, all other causes of action, and all and every other interest of or belonging to or due to each of the Constituent Entities, shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Entities shall not revert or be in any way impaired by reason of such merger. The Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted as if such merger had not taken place, or the Surviving Entity may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by such merger.

ARTICLE IV
SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in the Surviving Entity the title to any property or rights of either of the Constituent Entities, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the L.L.C.'s member and the proper officers and directors of the Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Surviving Entity, and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE V
TREATMENT OF SHARES AND
MEMBERSHIP INTERESTS OF CONSTITUENT ENTITIES

(a) The membership rights of the sole member of the L.L.C. outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VI shall continue in existence as membership rights in the Surviving Entity, and there shall be no distributions of cash or securities with respect thereto.

(b) Each share of the Common Stock of the Corporation outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VI shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be canceled, and no cash, securities or other property shall be issued in respect thereof.

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ARTICLE VI
APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted to the sole member of the L.L.C. and the sole shareholder of the Corporation for approval as provided by the Florida Business Corporation Act and the Florida Limited Liability Company Act. If duly adopted by the sole member of the L.L.C. and the sole shareholder of the Corporation, Articles of Merger meeting the requirements of the Florida General Corporation Act shall be filed immediately in the appropriate office in Florida.

ARTICLE VII
EFFECTIVE DATE

The merger of the Corporation into the L.L.C. shall become effective upon the filing of the Articles of Merger in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act. The date on which such merger shall become effective is herein called the "Effective Date."

ARTICLE VIII
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

CORPORATION:

Miromar Properties Phase II, Inc.

By: _____
H. Georges Chami, Vice President

L.L.C.:

Miromar Properties Phase II, L.L.C.
By: Miromar Holdings, Inc., Sole Member

By: _____
H. Georges Chami, President

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MIROMAR PROPERTIES PHASE II, INC. A FLORIDA CORPORATION

INTO

MIROMAR PROPERTIES PHASE II, L.L.C., a Florida entity, L99000003947.

File date: June 30, 1999

Corporate Specialist: Tammi Cline