

M00000002644

Document Number Only

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Tallahassee, FL 32301
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DATE: 12/26

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*****60.00 *****60.00

Corporation(s) Name

effective date
12-31-00

Gulfwind South Inc

major info: Gulfwind South LLC

Profit
 Nonprofit

Amendment

Merger

Foreign
 LLC

Dissolution
 Withdrawal

Mark

Limited Partnership
 Reinstatement
 UCC 1 or 3

UBR
 Fictitious Name

Other
 Ch. RA

***Special Instructions**

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 Parts/amends/mergers Other-See Above

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Jeffrey Butterfield

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JB
12-27-00

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AND
FILED
DEC 26 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GULFWIND SOUTH, INC., A FLORIDA CORPORATION, G50605

into

GULFWIND SOUTH, LLC, a Delaware entity M00000002644

File date: December 26, 2000 , effective December 31, 2000

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER
MERGING GULFWIND SOUTH, INC.
WITH AND INTO
GULFWIND SOUTH, LLC

The following articles of merger are being submitted in accordance with section 607.1109 of the Florida Business Corporation Act (the "Act").

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gulfwind South, Inc. <i>650605</i> 18167 U.S. Highway 19 No. Suite 499 Clearwater, FL 33764	Florida	corporation
Gulfwind South, LLC <i>M0000000000044</i> 18167 U.S. Highway 19 No. Suite 499 Clearwater, FL 33764	Delaware	limited liability company

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gulfwind South, LLC 18167 U.S. Highway 19 No. Suite 499 Clearwater, FL 33764	Delaware	limited liability company

3. The attached Agreement and Plan of Merger meets the requirements of section 607.1109 of the Act, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607 of the Act.

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4. The attached Agreement and Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of the state, country, or jurisdiction under which such other business entity is organized.

5. The surviving entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

6. The surviving entity agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302 of the Act.

7. The merger shall become effective as of December 31, 2000.

IN WITNESS WHEREOF, these Articles of Merger are being duly executed as of the 19 day of December, 2000, and are being filed in accordance with section 607.1109 of the Act by each domestic corporation as required by section 607.0120 of the Act and by each other business entity as required by applicable law.

GULFWIND SOUTH, INC.

By: 
Name: Michael H. McLamb
Its: Treasurer

GULFWIND SOUTH, LLC

By: 
Michael H. McLamb, Manager

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TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
MERCING
GULFWIND SOUTH, INC.
WITH AND INTO
GULFWIND SOUTH, LLC**

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This Agreement and Plan of Merger has been prepared in accordance with Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act.

1. **Surviving Corporation.** Gulfwind South, Inc., a Florida corporation ("Gulfwind-FL"), shall be merged (the "Merger") with and into Gulfwind South, LLC, a Delaware limited liability company ("Gulfwind-DE"). Gulfwind-DE shall be the entity surviving the Merger.

2. **Rights and Obligations.** The merger shall become effective as of December 31, 2000 (the "Effective Date"), and as of the Effective Date, Gulfwind-DE shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of Gulfwind-FL and Gulfwind-DE.

3. **Manager.** The Manager of Gulfwind-DE immediately prior to the Effective Date shall be the Manager of Gulfwind-DE as of and after the Effective Date. The name and business address of the Manager is as follows: Michael H. McLamb, 18167 US Highway 19 No., Suite 499, Clearwater, Florida 33764.

4. **Certificate of Formation.** The Certificate of Formation of Gulfwind-DE that is in effect immediately prior to the Effective Date shall be the Certificate of Formation of Gulfwind-DE as of and after the Effective Date.

5. **Operating Agreement.** The Operating Agreement of Gulfwind-DE that is in effect immediately prior to the Effective Date shall be the Operating Agreement of Gulfwind-DE as of and after the Effective Date.

6. **Effect of Capital Stock.** As of the Effective Date, all issued and outstanding shares of Gulfwind-FL shall automatically be cancelled and returned and shall cease to exist and no consideration shall be delivered in exchange therefor.

7. **Further Assurance of Title.** From time to time, as and when requested by Gulfwind-DE or by its successors and assigns, there shall be executed and delivered on behalf of Gulfwind-FL such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in Gulfwind-DE the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of Gulfwind-FL, and otherwise carry out the purposes of this Plan and Agreement of Merger, and the sole Manager of Gulfwind-DE is fully authorized in the name and on behalf of Gulfwind-FL or

otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

8. **Prior Corporate Acts.** All corporate acts, plans, policies, contracts, approvals and authorizations of Gulfwind-FL, its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, that were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of Gulfwind-DE and shall be as effective and binding thereon as the same were with respect to Gulfwind-FL. On the Effective Date, the employees and agents of Gulfwind-FL shall become the employees and agents of Gulfwind-DE and shall continue to be entitled to the same rights and benefits they enjoyed as employees and agents of Gulfwind-FL.

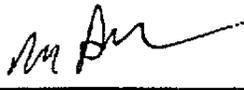
This Plan and Agreement of Merger was adopted and approved (i) by the board of directors of Gulfwind-FL by Unanimous Written Consent as and for a Meeting of the Board of Directors of Gulfwind-FL, dated as of December 19, 2000; (ii) by the sole shareholder of Gulfwind-FL by Written Consent as and for a Special Meeting of the Sole Shareholder of Gulfwind-FL, dated as of December 19, 2000; and (iii) by the sole Manager of Gulfwind-DE by Written Consent in Lieu of a Special Meeting of the sole Manager of Gulfwind-DE, dated as of December 19, 2000.

IN WITNESS WHEREOF, the undersigned officer of Gulfwind-FL and Manager of Gulfwind-DE acknowledge that the facts stated herein are true.

GULFWIND SOUTH, INC.

By: 
Name: Michael H. McLamb
Title: Treasurer

GULFWIND SOUTH, LLC

By: 
Michael H. McLamb, Manager

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TALLAHASSEE, FLORIDA