

M54420

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Emerald Springs Realty,
Inc*

300002703143--1
-12/04/98--01055--008
*****8.75 *****8.75

300002703143--1
-12/04/98--01055--007
*****70.00 *****70.00

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -8 PM 12:22

FILED

DIVISION OF CORPORATION

98 DEC -4 AM 11:47

RECEIVED

RECEIVED
98 DEC -4 AM 11:46
DIVISION OF CORPORATION

Dec 12/8

Signature _____

Requested by: *Clee*

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: EMERALD SPRINGS HOMES OF DAVIE, INC.
Ref. Number: M54420

We have received your document for EMERALD SPRINGS HOMES OF DAVIE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 098A00057480

RECEIVED
98 DEC -8 AM 11:22
DIVISION OF CORPORATIONS

Corrected

ARTICLES OF MERGER
Merger Sheet

MERGING:

EMERALD SPRINGS REALTY, INC., a Florida corporation, P94000045704

INTO

EMERALD SPRINGS HOMES OF DAVIE, INC., a Florida corporation, M54420

File date: December 8, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

EMERALD SPRINGS HOMES OF DAVIE, INC.

Florida

Florida Document/Registration Number: M54420

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

EMERALD SPRINGS REALTY, INC.

Florida

Florida Document/Registration Number: P94000045704

98 DEC -8 PM 12:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 3, 1998.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 3, 1998.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

EMERALD SPRINGS HOMES
OF DAVIE, INC.

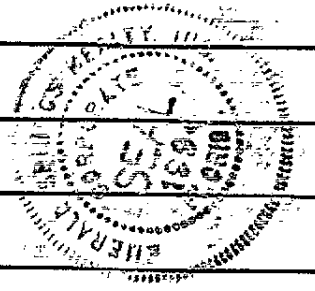
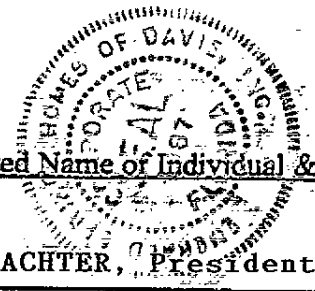
Samuel Schachter

SAMUEL SCHACHTER, President

EMERALD SPRINGS
REALTY, INC.

Samuel Schachter

SAMUEL SCHACHTER, President



PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

EMERALD SPRINGS HOMES OF DAVIE, INC. Florida

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

EMERALD SPRINGS REALTY, INC. Florida

Third: The terms and conditions of the merger are as follows:

EMERALD SPRINGS REALTY, INC., and all its assets of any nature and kind shall be merged into EMERALD SPRINGS HOMES OF DAVIE, INC., upon filing of this document with the Florida Department of State. Thereafter, EMERALD SPRINGS REALTY, INC., shall be dissolved.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: Both the merged corporation and survivor corporation are Sub-S corporations owned, controlled and operated by SAMUEL SCHACHTER. Therefore, the entire interests, shares and obligations of the merged corporation shall be merged and assumed into the surviving corporation without any transfer of any cash or other property of any kind.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A