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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

NORTH BEACH VILLAGE III CONDOMINIUM ASSOCIATION, INC

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ARTICLES OF MERGER OF
NORTH BEACH VILLAGE I CONDOMINIUM ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION,
NORTH BEACH VILLAGE II CONDOMINIUM ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION and
OWNERS' ASSOCIATION AT NORTH BEACH VILLAGE, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

INTO

NORTH BEACH VILLAGE III CONDOMINIUM ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

03 DEC 19 AM 8:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are between and among NORTH BEACH VILLAGE I CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation, NORTH BEACH VILLAGE II CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation, and OWNERS' ASSOCIATION AT NORTH BEACH VILLAGE, INC., a Florida not for profit corporation (collectively referred to herein as the "Disappearing Corporations") and NORTH BEACH VILLAGE III CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation (the "Surviving Corporation").

Pursuant to Florida Statute § 617.1105 of the Florida Business Corporation Act (the "Act"), the Surviving Corporation and the Disappearing Corporations adopt the following Articles of Merger:

1. The Plan of Merger was approved and adopted by the members of each of the following corporations on each of the following dates:

| <u>Name of Corporation</u> | <u>Results of Merger Vote</u> | <u>Date</u> |
|---|-------------------------------|-------------|
| A. North Beach Village I Condominium Association, Inc. (Merging Corporation) | 14 yes 1 No 1 No Vote | 9/4/03 |
| B. North Beach Village II Condominium Association, Inc. (Merging Corporation) | 15 Yes 0 No 2 No Vote | 9/4/03 |
| C. Owners' Association at North Beach Village, Inc. (Merging Corporation) | 43 Yes 1 No 7 No Vote | 10/22/03 |

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| Name of Corporation | Results of Merger Vote | Date |
|--|-----------------------------|----------|
| D. North Beach Village III Condominium Association, Inc. (Surviving Corporation) | 14 Yes 0 No 4 No Vote | 10/22/03 |

- The members of each of the above-referenced corporations were entitled to vote on the Plan of Merger and the number of votes taken by each of the members of each of the above-referenced corporations was sufficient for the passage of the approval of the merger.
- The Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein.
- Pursuant to Florida Statute § 617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be on the date of the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 2nd day of December, 2003.

NORTH BEACH VILLAGE I
CONDOMINIUM ASSOCIATION, INC.
("Disappearing Corporation")

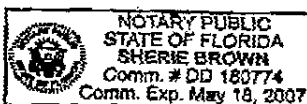
William J. Snyder
William Snyder, as President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 2nd day of December, 2003, by William Snyder, who is () personally known to me or () who has produced _____ (type of identification).

[Signature]
Notary Public, State of Florida

My Commission Expires:



NORTH BEACH VILLAGE II
CONDOMINIUM ASSOCIATION, INC.
("Disappearing Corporation")

Dorothy J. Mizzi

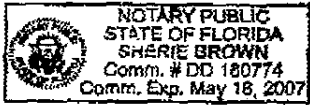
Dorothy Mizzi, as vice president

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 01 day of December, 2003, by Dorothy Mizzi, who is () personally known to me or () who has produced _____ (type of identification).

Sherie Brown
Notary Public, State of Florida

My Commission Expires:



OWNERS' ASSOCIATION AT NORTH BEACH
VILLAGE, INC.
("Disappearing Corporation")

Stan Ore

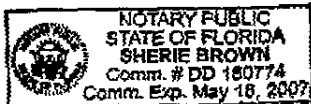
Stan Ore, as President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 02 day of December, 2003, by Stan Ore, who is () personally known to me or () who has produced _____ (type of identification).

Sherie Brown
Notary Public, State of Florida

My Commission Expires:



Fax Audit No.: (((H03000338320 3)))

NORTH BEACH VILLAGE III
CONDOMINIUM ASSOCIATION, INC.
("Surviving Corporation")

Stan Ore

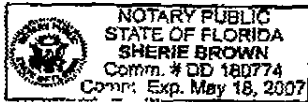
Stan Ore, as President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 2nd day of December, 2003, by Stan Ore, who is () personally known to me or () who has produced _____ (type of identification).

Sherie Brown
Notary Public, State of Florida

My Commission Expires:



PREPARED BY: JAMES A. HARRISON, ESQ.
FLORIDA BAR NO. 304270
PORGES, HAMLIN, KNOWLES & PROUTY, P.A.
1205 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205
(941)748-3770

EXHIBIT "A"

PLAN OF MERGER

THIS IS A MERGER by and among NORTH BEACH VILLAGE III CONDOMINIUM ASSOCIATION, INC. (the "Surviving Corporation") and NORTH BEACH VILLAGE I CONDOMINIUM ASSOCIATION, INC., NORTH BEACH VILLAGE II CONDOMINIUM ASSOCIATION, INC., and OWNERS' ASSOCIATION AT NORTH BEACH VILLAGE, INC., (collectively referred to herein as the "Disappearing Corporations"). This Plan of Merger ("Plan") is being effected in accordance with § 617.1101 *et seq.* of the "Florida Not For Profit Corporation Act" (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") have been amended and restated, approved by the Members and after the effective date of the merger, the Amended and Restated Articles of Incorporation will be executed by the Association. The number of votes required to approve the merger was sufficient to amend the Articles of Incorporation for the Disappearing Corporations and the Surviving Corporation. The name of the Surviving Corporation shall be changed to Owners' Association at North Beach Village, Inc.

2. By-Laws. The By-Laws of the Surviving Corporation, as may have been previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") have been amended and restated, approved by the Members and after the effective date of the merger, the Amended and Restated Bylaws will be executed by

the Association. The number of votes required to approve the merger was sufficient to amend the Bylaws for the Disappearing Corporations and the Surviving Corporation.

3. Effect of Merger. On the Effective Date, the separate existence of all corporations comprising the Disappearing Corporations shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporations' rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 617.1106 of the Act.

4. Supplemental Action. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Disappearing Corporations, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

5. Filing With the Florida Secretary of State and Effective Date. ~~Following the~~ proper membership vote and execution of this Plan of Merger, each of the Disappearing Corporations and the Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Plan of Merger. Further, this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving

Corporation to the Florida Secretary of State. In accordance with § 617.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time prior to the filing of Articles of Merger by the Surviving Corporation or any one of the Disappearing Corporations which is entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time by an agreement in writing executed in the same manner or at any time thereafter as long as such change is in accordance with § 617.1103 of the Act.

7. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Surviving Corporation and all of the Disappearing Corporations. In the event that the members of the Disappearing Corporations and Surviving Corporation do not approve the merger with the required vote, the merger shall not take place.

8. Principal Office. The principal address of the surviving corporation shall be:
4301-32nd Street West, Suite A-19, Bradenton, FL 34205

IN WITNESS WHEREOF, the parties have set their hands this 20th day of November, 2003.

Fax Audit No.:(((H03000338320 3)))

NORTH BEACH VILLAGE III
CONDOMINIUM ASSOCIATION, INC.
("Surviving Corporation")

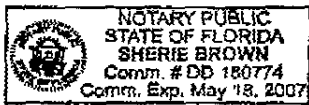
Stan Oae
Stan Oae, as President

STATE OF FLORIDA
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 20th day of November, 2003, by Stan Oae, who is () personally known to me or () who has produced _____ (type of identification).

Sherie Brown
Notary Public, State of Florida

My Commission Expires:



NORTH BEACH VILLAGE I
CONDOMINIUM ASSOCIATION, INC.
("Disappearing Corporation")

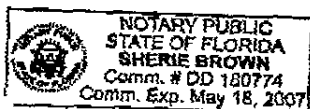
William Snyder
William Snyder, as president

STATE OF FLORIDA
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 20th day of November, 2003, by William Snyder, who is () personally known to me or () who has produced _____ (type of identification).

Sherie Brown
Notary Public, State of Florida

My Commission Expires:



Fax Audit No.: ((H03000338320 3))

NORTH BEACH VILLAGE II
CONDOMINIUM ASSOCIATION, INC.
("Disappearing Corporation")

Judith Schrieck

Judy Schrieck, as President

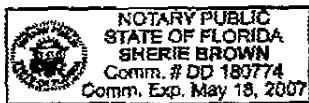
STATE OF FLORIDA
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 20th day of
November, 2003, by Judith Schrieck, who is (X) personally known to me
or () who has produced _____ (type of identification).

Sherie Brown

Notary Public, State of Florida

My Commission Expires:



OWNERS' ASSOCIATION AT NORTH BEACH
VILLAGE, INC.
("Disappearing Corporation")

Stan Ore

Stan Ore, as President

STATE OF FLORIDA
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 20th day of
November, 2003, by Stan Ore, who is (X) personally known to me
or () who has produced _____ (type of identification).

Sherie Brown

Notary Public, State of Florida

My Commission Expires:

