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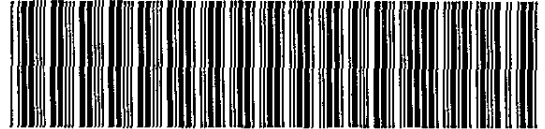
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Merger

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Reply To:

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awhite@becker-poliakoff.com

September 23, 2004

VIA Federal Express #8434 9088 2407

Division of Corporation
Attn: Merger Department
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Lakeview at Carlton Lakes Condominium Association, Inc.
Articles of Merger/plan of Merger/Articles of Amended and
Restated Articles of Incorporation**

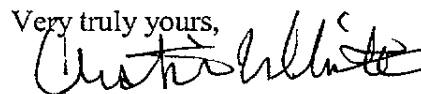
Dear Sir or Madam:

Enclosed herewith please find Articles of Merger and Plan of Merger for the above-referenced Association. Also enclosed is check number 1005 in the amount of \$280.00, which represents the filing fee for same. Once the Articles of Merger and Plan of Merger are filed, please return a stamped copy of same in the envelope provided.

Additionally, please find the Articles of Amended and Restated Articles of Incorporation for the above-reference Association, was well as check number 1010 in the amount of \$35.00 to cover the cost of filing these Articles. Please return a date stamped copy in the envelope provided herein for your convenience.

Should you have any questions, please contact me.

Very truly yours,



E. Austin White
For the Firm

 **CONSULEGIS** EEIG
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an International Association
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Enclosures (as stated)
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ARTICLES OF MERGER

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LAKEVIEW AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW II AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW III AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW IV AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW V AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW VI AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW VII AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW AT CARLTON LAKES COMMONS ASSOCIATION, INC.

Pursuant to Section 617.1105 and 617.1106, Florida Statutes, the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Lakeview at Carlton Lakes Condominium Association, Inc.; Lakeview II at Carlton Lakes Condominium Association, Inc.; Lakeview III at Carlton Lakes Condominium Association, Inc.; Lakeview IV at Carlton Lakes Condominium Association, Inc.; Lakeview V at Carlton Lakes Condominium Association, Inc.; Lakeview VI at Carlton Lakes Condominium Association, Inc.; Lakeview VII at Carlton Lakes Condominium Association, Inc.; and Lakeview at Carlton Lakes Commons Association, Inc. all eight Florida corporations not-for-profit, has been duly approved, as follows:

(a) By the Board of Directors of Lakeview at Carlton Lakes Condominium Association, Inc., at a meeting held FEBRUARY 12, 200~~4~~, and by the membership of that Association at a membership meeting held FEBRUARY 12, 200~~4~~.

(b) By the Board of Directors of Lakeview II at Carlton Lakes Condominium Association, Inc., at a meeting held FEBRUARY 12, 200~~4~~, and by the membership of that Association at a membership meeting held FEBRUARY 12, 200~~4~~.

(c) By the Board of Directors of Lakeview III at Carlton Lakes Condominium Association, Inc., at a meeting held FEBRUARY 12, 200~~4~~, and by the membership of that Association at a membership meeting held FEBRUARY 12, 200~~4~~.

(d) By the Board of Directors of Lakeview IV at Carlton Lakes Condominium Association, Inc., at a meeting held FEBRUARY 12, 200~~4~~, and by the membership of that Association at a membership meeting held FEBRUARY, 200~~4~~.

(e) By the Board of Directors of Lakeview IV at Carlton Lakes Condominium Association, Inc., at a meeting held FEBRUARY 12, 200~~4~~, and by the membership of that Association at a membership meeting held FEBRUARY 12, 200~~4~~.

(f) By the Board of Directors of Lakeview V at Carlton Lakes Condominium Association, Inc., at a meeting held FEBRUARY 12, 200~~4~~, and by the membership of that Association at a membership meeting held FEBRUARY 12, 200~~4~~.

(g) By the Board of Directors of Lakeview VI at Carlton Lakes Condominium Association, Inc., at a meeting held FEBRUARY 12, 200~~4~~, and by the membership of that Association at a membership meeting held FEBRUARY 12, 200~~4~~.

(h) By the Board of Directors of Lakeview VII at Carlton Lakes Condominium Association, Inc., at a meeting held FEBRUARY 12, 200~~4~~, and by the membership of that Association at a membership meeting held FEBRUARY 12, 200~~4~~.

(i) By the Board of Directors of Lakeview at Carlton Lakes Common Association, Inc., at a meeting held FEBRUARY 12, 200~~4~~, and by the membership of that Association at a membership meeting held FEBRUARY 12, 200~~4~~.

2. The surviving corporation shall be Lakeview at Carlton Lakes Condominium Association, Inc.

3. The merging corporations shall be Lakeview II at Carlton Lakes Condominium Association, Inc., a Florida corporation; Lakeview III at Carlton Lakes Condominium Association, Inc., a Florida corporation; Lakeview IV at Carlton Lakes Condominium Association, Inc., a Florida corporation; Lakeview V at Carlton Lakes Condominium Association, Inc., a Florida corporation; Lakeview VI at Carlton Lakes Condominium Association, Inc., a Florida corporation; Lakeview VII at Carlton Lakes Condominium Association, Inc., a Florida corporation; Lakeview at Carlton Lakes Commons Association, Inc., a Florida corporation;

4. As to Lakeview at Carlton Lakes Condominium Association, Inc. (surviving corporation), the Plan of Merger was adopted by a vote of 10 members in favor and 0 members opposed at the membership meeting of the surviving corporation on FEBRUARY 12, 200~~4~~.

5. As to Lakeview II at Carlton Lakes Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 14 members in favor and 0 members opposed at a meeting of the merging corporation held on FEBRUARY 12, 200~~4~~.

6. As to Lakeview III at Carlton Lakes Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 12 members in favor and 0 members opposed at a meeting of the merging corporation held on FEBRUARY 12, 200~~4~~.

7. As to Lakeview IV at Carlton Lakes Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 12 members in favor and 0 members opposed at a meeting of the merging corporation held on FEBRUARY 12, 200~~4~~.

8. As to Lakeview V at Carlton Lakes Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 21 members in favor and 4 members opposed at a meeting of the merging corporation held on FEBRUARY 12, 2004.

9. As to Lakeview VI at Carlton Lakes Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 19 members in favor and 0 members opposed at a meeting of the merging corporation held on FEBRUARY 12, 2004.

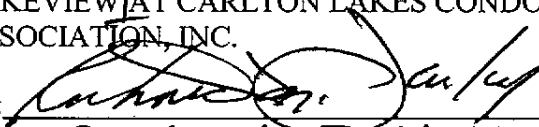
10. As to Lakeview VII at Carlton Lakes Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 10 members in favor and 0 members opposed at a meeting of the merging corporation held on FEBRUARY 12, 2004.

11. As to Lakeview at Carlton Lakes Commons Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 7 members in favor and 0 members opposed at a meeting of the merging corporation held on FEBRUARY, 2004.

12. The Plan of Merger is attached herewith to these Articles of Merger as Exhibit "1".

13. The Articles of Incorporation of the surviving corporation are and shall be the Articles of Incorporation of the surviving corporation.

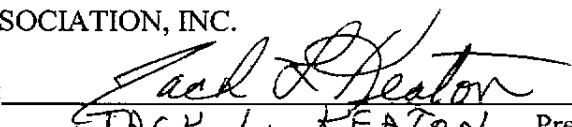
LAKEVIEW V AT CARLTON LAKES CONDOMINIUM
ASSOCIATION, INC.

By: 

RICHARD M. FAIRLEY, President

(CORPORATE SEAL)

LAKEVIEW II AT CARLTON LAKES CONDOMINIUM
ASSOCIATION, INC.

By: 

JACK L. KEATON, President

(CORPORATE SEAL)

LAKEVIEW III AT CARLTON LAKES CONDOMINIUM
ASSOCIATION, INC.

By: Thomas Ashmore
Thomas Ashmore, President

(CORPORATE SEAL)

LAKEVIEW IV AT CARLTON LAKES CONDOMINIUM
ASSOCIATION, INC.

By: Bill Denno
BILL DENNO, President

(CORPORATE SEAL)

LAKEVIEW V AT CARLTON LAKES CONDOMINIUM
ASSOCIATION, INC.

By: Raymond Valentine
RAYMOND VALENTINE, President

(CORPORATE SEAL)

LAKEVIEW VI AT CARLTON LAKES CONDOMINIUM
ASSOCIATION, INC.

By: Jean Crawford
JEAN CRAWFORD, President

(CORPORATE SEAL)

LAKEVIEW VII AT CARLTON LAKES
CONDOMINIUM ASSOCIATION, INC.

By: Janet Donnell
Janet Donnell, President

(CORPORATE SEAL)

LAKEVIEW AT CARLTON LAKES COMMONS
ASSOCIATION, INC.

By: John C. Heinemann
JOHN C. HEINEMANN, President

(CORPORATE SEAL)

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PLAN OF MERGER

***LAKEVIEW AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW II AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW III AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW IV AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW V AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW VI AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW VII AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.
LAKEVIEW AT CARLTON LAKES COMMONS ASSOCIATION, INC.***

WHEREAS, Lakeview at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Lakeview I at Carlton Lakes, a Condominium, as more particularly described in the Declaration of Condominium thereof, originally recorded at O.R. Book 2263, Page 1660, et. seq., and re-recorded at O.R. Book 2265, Page 0042, et seq., of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, Lakeview II at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Lakeview II at Carlton Lakes, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 2325, Page 2130, et. seq., of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, Lakeview III at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Lakeview III at Carlton Lakes, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 2464, Page 1107, et. seq., of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, Lakeview IV at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Lakeview IV at Carlton Lakes, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 2472, Page 3172, et. seq., of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, Lakeview V at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Lakeview V at Carlton Lakes, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 2478, Page 0137, et. seq., of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, Lakeview VI at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Lakeview VI at Carlton Lakes, a Condominium, as more particularly

described in the Declaration of Condominium thereof, recorded at O.R. Book 2602, Page 0404, et. seq., of the Public Records of Collier County, Florida, and

WHEREAS, Lakeview VII at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the condominium known as Lakeview VII at Carlton Lakes, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 2675, Page 0170, et. seq., of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, Lakeview at Carlton Lakes Commons Association, Inc., a Florida not-for-profit Corporation, is the corporate entity responsible for the operation and management of the recreational facilities and other common facilities within the Lakeview Complex, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 2263, Page 1619, et. seq., of the Public Records of Collier County, Florida, and as amended; and

WHEREAS, the Boards of Directors of all of the eight above-named corporations have met and determined that simplicity and economy of operation of the seven condominiums and the commons will be enhanced by the merger of the aforementioned corporations into a single operating entity.

THEREFORE BE IT RESOLVED that pursuant to Section 617.1101 to 617.1103, Florida Statutes, the following plan of merger is hereby adopted.

1. Lakeview II at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit corporation; Lakeview III at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit corporation; Lakeview IV at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit corporation; Lakeview V at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit corporation; Lakeview VI at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit corporation; Lakeview VII at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit corporation; and Lakeview at Carlton Lakes Commons Association, Inc., a Florida not-for-profit corporation; shall be the merging corporations, and Lakeview at Carlton Lakes Condominium Association, Inc., a Florida not-for-profit corporation, shall be the surviving corporation.
2. Subsequent to the merger, Lakeview II at Carlton Lakes Condominium Association, Inc.; Lakeview III at Carlton Lakes Condominium Association, Inc.; Lakeview IV at Carlton Lakes Condominium Association, Inc.; Lakeview V at Carlton Lakes Condominium Association, Inc.; Lakeview VI at Carlton Lakes Condominium Association, Inc.; Lakeview VII at Carlton Lakes Condominium Association, Inc.; and Lakeview at Carlton Lakes Commons Association, Inc. will be subject to the Articles of Incorporation and By-Laws of Lakeview at Carlton Lakes Condominium, as amended.
3. Lakeview at Carlton Lakes Condominium Association, Inc. shall, upon the merger, assume all the powers, rights, duties, assets and liabilities of Lakeview II at Carlton

Lakes Condominium Association, Inc.; Lakeview III at Carlton Lakes Condominium Association, Inc.; Lakeview IV at Carlton Lakes Condominium Association, Inc.; Lakeview V at Carlton Lakes Condominium Association, Inc.; Lakeview VI at Carlton Lakes Condominium Association, Inc.; Lakeview VII at Carlton Lakes Condominium Association, Inc.; and Lakeview at Carlton Lakes Commons Association, Inc.

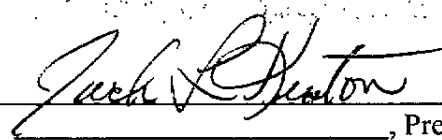
4. The adoption of this plan of merger shall not be construed as a consolidation of the seven condominiums and the commons operated by the merging corporations.
5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and membership of each merging corporation, pursuant to Section 617.1103, Florida Statutes, and the filing of Articles of Merger with the Department of State pursuant to Section 617.1105, Florida Statutes.

By the Board of Directors of
Lakeview at Carlton Lakes Condominium
Association, Inc.

By: 
_____, President

(Seal)

By the Board of Directors of
Lakeview II at Carlton Lakes Condominium
Association, Inc.

By: 
_____, President

(Seal)

By the Board of Directors of
Lakeview III at Carlton Lakes Condominium
Association, Inc.

By: Thomas Palmer, President

(Seal)

By the Board of Directors of
Lakeview IV at Carlton Lakes Condominium
Association, Inc.

By: William J. J. J., President

(Seal)

By the Board of Directors of
Lakeview V at Carlton Lakes Condominium
Association, Inc.

By: R. P. Volante, President

(Seal)

By the Board of Directors of
Lakeview VI at Carlton Lakes Condominium
Association, Inc.

By: Julia M. Lee, President
(Seal)

By the Board of Directors of
Lakeview VII at Carlton Lakes Condominium
Association, Inc.

By: Janet Donnell, President
(Seal)

By the Board of Directors of
Lakeview at Carlton Lakes Commons
Association, Inc.

By: John C. Heineman, President
(Seal)