

199000001557

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April 24, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900003229649--4
-04/28/00--01106--001
*****70.00 *****70.00

RE: Our File: Lake/Southwest Social

Ladies and Gentlemen:

Enclosed please find the Articles of Merger, for filing, along with our check in the amount of \$70.00 representing the filing fee, regarding the above-captioned file.

Should you have any questions, please do not hesitate to call.

Very truly yours,


Millie Rivera for
S. SCOTT CHOOS

MR:ms
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 27 PM 12:56

Merger & N/c

V. SHEPARD MAY 9 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WEST INDIES CRICKET CLUB OF FLORIDA, INC., a Florida corporation,
N96000005594

INTO

SOUTHWEST SOCIAL CLUB, INC. which changed its name to
WEST INDIES CRICKET AND SOCIAL CLUB, INC., a Florida entity,
N99000001557.

File date: April 27, 2000

Corporate Specialist: Velma Shepard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 27 PM 12:56

ARTICLES OF MERGER
OF
WEST INDIES CRICKET CLUB OF FLORIDA, CORP., a Florida non-profit
corporation
WITH
SOUTHWEST SOCIAL CLUB, INC., a Florida non-profit corporation

ARTICLES OF MERGER between WEST INDIES CRICKET CLUB OF FLORIDA, CORP., a Florida non-profit corporation and SOUTHWEST SOCIAL CLUB, INC., a Florida non-profit corporation.

Under Section 617.1105 of the Florida Not for Profit Corporation Act (the 'Act'), WEST INDIES CRICKET CLUB OF FLORIDA, CORP., a Florida non-profit corporation and SOUTHWEST SOCIAL CLUB, INC., a Florida non-profit corporation, adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated April 7, 2000 ('Plan of Merger'), between WEST INDIES CRICKET CLUB OF FLORIDA, CORP., a Florida non-profit corporation and SOUTHWEST SOCIAL CLUB, INC., a Florida non-profit corporation, was approved and adopted by the members of WEST INDIES CRICKET CLUB OF FLORIDA, CORP., a Florida non-profit corporation on January 28, 2000 and was adopted by the members of SOUTHWEST SOCIAL CLUB, INC., a Florida non-profit corporation on February 2, 2000.

2. Under the Plan of Merger, all members of WEST INDIES CRICKET CLUB OF FLORIDA, CORP., a Florida non-profit corporation, shall become members of SOUTHWEST SOCIAL CLUB, INC., a Florida non-profit corporation.

3. The Plan of Merger is attached hereto as Exhibit 'A' and incorporated by reference as if fully set forth.

4. Under Section 617.1105 (4), the effective date of the

merger shall be upon delivery of these Articles of Merger with
the Secretary of State.

IN WITNESS WHEREOF, the parties hereto have set their hands
and seals on this 7th day of April, 2000.

WEST INDIES CRICKET CLUB OF FLORIDA, CORP.

BY: Godfrey P. Roberts Jr 04/07/00
GODFREY P. ROBERTS, JR., President

ATTEST: Trevor P. Harris
TREVOR P. HARRIS, Secretary

SOUTHWEST SOCIAL CLUB, INC.

BY: Rupert Steene
RUPERT STEENE, President

ATTEST: Walter C. Lake
WALTER C. LAKE, Secretary

PLAN OF MERGER
OF
WEST INDIES CRICKET CLUB OF FLORIDA, CORP., a Florida non-profit
corporation
WITH
SOUTHWEST SOCIAL CLUB, INC., a Florida non-profit corporation

MERGER between WEST INDIES CRICKET CLUB OF FLORIDA, CORP., a Florida non-profit corporation (the disappearing corporation) and SOUTHWEST SOCIAL CLUB, INC., a Florida non-profit corporation (the surviving corporation). This merger is being effected under this Plan of Merger ("Plan") in accordance with Section 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, with the following changes, shall be the Articles of Incorporation of the Surviving Corporation until amended as provided by law The changes to the Surviving Corporation's Articles of Incorporation, which shall take effect on the Effective date are as follows:

a. The name shall be amended to read: WEST INDIES CRICKET AND SOCIAL CLUB, INC., a Florida non-profit corporation.

b. Article III-Purposes and Objectives: To promote fellowship among people from all countries and the playing of indoor and outdoor games.

b. Article VIII-By-Laws:

1. The By-Laws of the corporation shall be adopted by the Board of Directors and voted unanimously by the members of the corporation.

2. The By-Laws may be altered, amended or repealed and new By-Laws adopted by a majority of the members of the corporation at any regularly convened or special meeting thereof.

c. Article IX-Amendments to Articles of Incorporation:

These Articles of Incorporation may be amended by a majority vote of the members of the corporation present at a regular or special meeting provided that a quorum is present and the specific proposed amendment has been mailed to each member of the corporation at least two weeks prior to the regular or special meeting and a notice of the meeting is similarly provided. The amendment shall be effective upon acceptance by the Secretary of State.

2. Membership in the Surviving Corporation. ON the effective date, members of the disappearing corporation shall become members of the surviving corporation and shall be issued membership certificates in the surviving corporation.

3. Effect of Merger. On the effective date, the separate existence of the Disappearing Corporation shall cease and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities and powers, subject to its liabilities, disabilities and duties, all as more particular set forth in Section 617.1106 of the Act.

4. Filing with the Florida Secretary of State an Effective Date. Upon approval by the Constituent Corporations, the Presidents of the Disappearing corporation and Surviving

Corporation shall execute the Articles of Merger in the form attached to this Agreement and on such execution, this plan shall be deemed incorporated by reference into the Articles of Merger and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing to the Florida Secretary of State. In accordance with Section 617.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

5. 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 both Constituent Corporations, notwithstanding favorable action by the members of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on this 7th day of April, 2000.

WEST INDIES CRICKET CLUB OF FLORIDA, CORP.

BY: Godfrey P. Roberts Jr. 04/07/00
GODFREY P. ROBERTS, JR., President

ATTEST: Trevor P. Harris
TREVOR P. HARRIS, Secretary

SOUTHWEST SOCIAL CLUB, INC.

BY: Rupert Skeene
RUPERT SKEENE, President

ATTEST: Walter C. Lake
WALTER C. LAKE, Secretary