

P00000056205

Florida Department of State
Division of Corporations
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RECEIVED
00 JUL 25 AM 11:30
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

WEST 50 GROVE, INC.

FILED
00 JUL 25 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Merger

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07-26-00

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OLD LAKE COUNTY GROVE, INC., A Florida corporation, 238842

INTO

WEST 50 GROVE, INC., a Florida entity, P00000056205.

File date: July 25, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 25, 2000

WEST 50 GROVE, INC.
1302 W. FARIBANKS AVENUE
WINTER PARK, FL 32789

SUBJECT: WEST 50 GROVE, INC.
REF: P00000056205

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly. "Grove" inserted

In section 4 of the Articles of Merger the last line states APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN OF MERGER ON May June 7, 2000. Should this date be MAY or JUNE????

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX And. #: E00000038894
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ARTICLES OF MERGER
OF
OLD LAKE COUNTY GROVE, INC.
WITH AND INTO
WEST 50, INC.

00 JUL 25 PM 4:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, OLD LAKE COUNTY GROVE, INC., a Florida corporation, and WEST 50, INC., a Florida corporation, do hereby agree to and adopt the following Articles of Merger for the purpose of merging OLD LAKE COUNTY GROVE, INC. with and into WEST 50, INC.:

1. The name of each of the undersigned Florida associations are OLD LAKE COUNTY GROVE, INC. (Florida Document Number 238842) and WEST 50, INC. (Florida Document Number P00000056205). The name which the surviving corporation is to have after the merger is WEST 50, INC.

2. The AGREEMENT AND PLAN OF MERGER OF OLD LAKE COUNTY GROVE, INC. WITH AND INTO WEST 50, INC. (the "Agreement and Plan of Merger") is attached hereto as "Exhibit A" and incorporated herein by reference.

3. The Board of Directors of OLD LAKE COUNTY GROVE, INC., one of the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger on June 7, 2000 and directed that such document be submitted to a vote of its shareholders. All of the issued and outstanding shares in OLD LAKE COUNTY GROVE, INC. that were entitled to vote on the Agreement and Plan of Merger voted for the approval and adoption of the Agreement and Plan of Merger on June 7, 2000.

4. The Board of Directors of WEST 50, INC., the surviving corporation in the merger, approved and adopted the Agreement and Plan of Merger on June 7, 2000 and directed that such document be submitted to a vote of its shareholders. All of the issued and outstanding shares in WEST 50, INC. that were entitled to vote on the Agreement and Plan of Merger voted for the approval and adoption of the Agreement and Plan of Merger on June 7, 2000.

5. The Agreement and Plan of Merger shall become effective upon filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned corporations hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 7th day of June, 2000.

MERGING CORPORATION:

OLD LAKE COUNTY GROVE, INC.

By: _____

Jonathan A. Moore, President

SURVIVING CORPORATION:

GROVE
WEST 50, INC.

By: _____

Jonathan A. Moore, President

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER OF
OLD LAKE COUNTY GROVE, INC.
WITH AND INTO WEST 50 GROVE, INC.

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 7th day of June, 2000, by and between OLD LAKE COUNTY GROVE, INC., a Florida corporation (hereinafter sometimes referred to as the "Merging Corporation"), and WEST 50 GROVE, INC., a Florida corporation (hereinafter sometimes referred to as the "Surviving Corporation"), said two (2) corporations hereinafter sometime referred to collectively as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Board of Directors and the Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that the Merging Corporation be merged with and into the Surviving Corporation, under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

ARTICLE I
TERMS OF MERGER

The Merging Corporation shall be merged with and into the Surviving Corporation. The corporation surviving after the merger shall be the Surviving Corporation, and the separate corporate existence of the Merging Corporation shall cease as of the effective date of this Agreement and Plan of Merger. The Surviving Corporation shall retain the name of "West 50 Grove, Inc." after the merger. As of the effective date of this Agreement and Plan of Merger, the Surviving Corporation shall possess all of the right, privileges, powers and franchises of the Merging Corporation, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II
CHARTER AND BYLAWS;
DIRECTORS AND OFFICERS

The Articles of Incorporations and the By-Laws of the Surviving Corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the By-Laws of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or By-Laws shall be affected by the merger

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hereunder. The persons who are the directors and officers of the Surviving Corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and shareholders of the Surviving Corporation without change, subject to the provisions of the Articles of Incorporation and By-Laws of the Surviving Corporation and the laws of the State of Florida.

ARTICLE III CONVERSION OF SHARES

After the effective date of this Agreement and Plan of Merger, each outstanding certificate representing shares of common stock in the Merging Corporation shall be canceled as of the effective date of this Agreement and Plan of Merger. Each outstanding certificate representing shares of common stock in the Surviving Corporation shall remain the only issued and outstanding certificates representing shares of stock in the Surviving Corporation.

ARTICLE IV EFFECTIVE DATE

The merger hereunder shall be effective as of the date of filing of this Agreement and Plan of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

MERGING CORPORATION:

OLD LAKE COUNTY GROVE, INC.

By: _____

Jonathan A. Moore, President

SURVIVING CORPORATION:

GROVE
WEST 50, INC.

By: _____

Jonathan A. Moore, President