

P000000065573

**CAPITAL CONNECTION, INC.**

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

Alligator Reef, Inc.

400003385184--7  
-09/07/00--01044--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File two cert

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy two cert

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 merger

UCC 11 Retrieval

Courier 9-7-00

FILED

00 SEP -7 PM 1:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

00 SEP -7 PM 10:59

Signature

Requested by:

CM 9/7 10:20

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALLIGATOR REEF, INC., a Florida corp., P97000058810

INTO

**ALLIGATOR PROPERTIES, INC.**, a Florida entity, P00000065573

File date: September 7, 2000

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**  
**OF**  
**ALLIGATOR REEF, INC.**  
**WITH AND INTO**  
**ALLIGATOR PROPERTIES, INC.**

FILED  
00 SEP -7 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger for the purposes of merging them into one of such corporations:

**ARTICLE I**

The Agreement and Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein (the "Agreement") was duly approved by the Board of Directors of ALLIGATOR REEF, INC., a Florida corporation ("First Corporation") and by the Board of Directors of ALLIGATOR PROPERTIES, INC., a Florida corporation ("Surviving Corporation").

**ARTICLE II**

The First Corporation shall merge with and into ALLIGATOR PROPERTIES, INC. with ALLIGATOR PROPERTIES, INC. being the Surviving Corporation.

**ARTICLE III**

No changes to the Articles of Incorporation of the Surviving Corporation will be effected by the merger.

**ARTICLE IV**

No shareholder approval is required as to this merger.

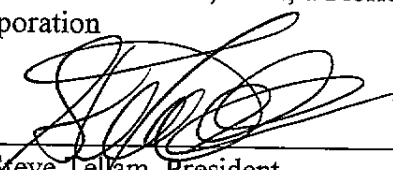
ARTICLE V

The date of adoption of the Plan of Merger by the Board of Directors of the First Corporation and Surviving Corporation was August 28<sup>th</sup>, 2000.

ARTICLE VI

The effective date of the merger shall be the date of filing of these Articles of Merger with the Florida Department of State.

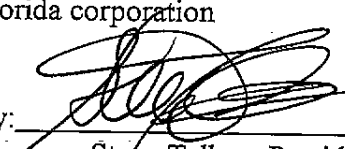
ALLIGATOR REEF, INC., a Florida Corporation

By:   
Steve Tellam, President

ATTEST   
Steve Tellam, Secretary

(CORPORATE SEAL)

ALLIGATOR PROPERTIES, INC., a Florida corporation

By:   
Steve Tellam, President

ATTEST   
Steve Tellam, Secretary

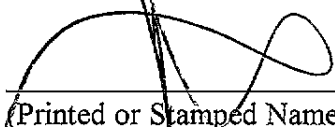
(CORPORATE SEAL)

[ACKNOWLEDGMENT CONTAINED ON NEXT PAGE]

STATE OF FLORIDA       )  
                                  ) SS.:  
COUNTY OF MIAMI-DADE)

Before me, a notary public, on this day personally appeared Steve Tellam, known to me to be the President of Alligator Reef, Inc., a Florida corporation, on behalf of the corporation. Said person is personally known to me or has presented a Florida Drivers License as identification and did take an oath.

Given under my hand and seal of office this 7<sup>th</sup> day of September, 2000.


  
\_\_\_\_\_  
(Printed or Stamped Name)  
Notary Public, State of Florida  
My Commission Expires:



STATE OF FLORIDA       )  
                                  ) SS.:  
COUNTY OF MIAMI-DADE)

Before me, a notary public, on this day personally appeared Steve Tellam, known to me to be the President of Alligator Properties, Inc., a Florida corporation, on behalf of the corporation. Said person is personally known to me or has presented a Florida Drivers License as identification and did take an oath.

Given under my hand and seal of office this 7<sup>th</sup> day of September, 2000.

  
\_\_\_\_\_  
(Printed or Stamped Name)  
Notary Public, State of Florida  
My Commission Expires:



**AGREEMENT AND PLAN OF MERGER  
OF ALLIGATOR REEF, INC.  
INTO AND WITH  
ALLIGATOR PROPERTIES, INC.**

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 28<sup>th</sup> day of August, 2000, pursuant to Section 607.1101 of the Florida Business Corporation Act, (the "Act") by and between ALLIGATOR REEF, INC., a Florida corporation ("First Corporation"), and ALLIGATOR PROPERTIES, INC., a Florida corporation ("Surviving Corporation").

**WITNESSETH:**

**WHEREAS**, the Board of Directors of the First Corporation deems it advisable and for the benefit of the First Corporation and its shareholders that the First Corporation merge into and with the Surviving Corporation; and

**WHEREAS**, the Board of Directors of the Surviving Corporation deems it advisable and for the benefit of the Surviving Corporation and its shareholders that the First Corporation merge into and with the Surviving Corporation; and

**WHEREAS**, the Board of Directors of the First Corporation has approved this Agreement by unanimous written consent pursuant to Section 607.0821 of the Act; and

**WHEREAS**, the Board of Directors of the Surviving Corporation has approved this Agreement by unanimous written consent pursuant to Section 607.0821 of the Act; and

**NOW, THEREFORE**, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto, and subject to the conditions hereinafter set forth, that the First Corporation be merged into and with the Surviving Corporation, that the corporate existence of the Surviving Corporation be continued under the name "ALLIGATOR PROPERTIES, INC.", and that thereafter the individual existence of the First Corporation shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

1. Effective Date. The merger herein contemplated shall be effective as of the date of filing of the Articles of Merger merging the First Corporation into the Surviving Corporation with the Florida Department of State (the "Effective Date").

2. Terms of Merger. The terms and conditions of the merger are as follows:

**EXHIBIT**

**A**

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- (a) All of the assets and liabilities of the First Corporation shall be transferred to the Surviving Corporation in exchange for the cancellation of all First Corporation stock held by any stockholder of the First Corporation;
- (b) No additional stock in the Surviving Corporation shall be issued to any stockholder of the First Corporation, nor shall any cash or other property issue;
- (c) Upon the Effective Date, the separate existence of the First Corporation shall cease, and in accordance with the terms of this Agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public or private nature, of the First Corporation; and all debts due on whatever account, including subscriptions to shares, and all other choses in action and all and every other interest of or belonging to or due to the First Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, both real and personal, tangible or intangible, rights and privileges, powers and franchises and all and every other interest shall thereafter effectively be the property of the Surviving Corporation as they were of the First Corporation. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of the First Corporation.

3. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments, assurances in law or any action is necessary, appropriate, or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of the First Corporation, the last acting officer of the First Corporation, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

4. Officers and Directors. The directors and officers of the Surviving Corporation shall continue in office until they resign or until their successors are elected and qualify.

5. Articles of Incorporation. From and after the Effective Date, the Articles of Incorporation of the First Corporation shall be deemed repealed and the Surviving Corporation shall continue to be governed by its existing Articles of Incorporation.

6. By-Laws. From and after the Effective Date, the By-laws of the First Corporation shall be deemed repealed and the Surviving Corporation shall continue to be governed by its existing By-laws.

7. Filing of Articles of Merger. The approval and adoption of this Agreement by the Board of Directors of the First Corporation and Surviving Corporation shall be recorded in the minutes of their respective meetings at which, or in the resolutions respectively adopted by unanimous consent action by which, such adoption and approval was effectuated; and, the First Corporation and Surviving Corporation shall submit the Articles of Merger incorporating the terms of this Agreement for filing and recording in accordance with the applicable laws of the State of Florida and will deliver the Articles of Merger incorporating the terms of this Agreement to the Department of State of Florida for filing and recording pursuant to Section 607.1105 of the Act.

IN WITNESS WHEREOF, the undersigned, being duly authorized officers, have executed this Agreement and Plan of Merger on behalf of the First Corporation and Surviving Corporation as of the date hereinabove first written.

ALLIGATOR REEF, INC., a Florida  
Corporation

ATTEST

  
Steve Tellam, Secretary

(CORPORATE SEAL)

By: 

Steve Tellam, President



ALLIGATOR PROPERTIES, INC.,  
a Florida corporation

By:   
Steve Tellam, President

ATTEST   
Steve Tellam, Secretary

(CORPORATE SEAL)

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