

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

W.V.D., INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

W.V. DEVELOPMENT NO. III, L.L.C. A FLORIDA ENTITY

INTO

W.V.D., INC., a Florida entity, P01000026967

File date: May 3, 2001

Corporate Specialist: Agnes Lunt

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**ARTICLES OF MERGER
OF
W.V. DEVELOPMENT NO. III, L.L.C. L-1636
INTO
W.V.D., INC.**


W.V.D., Inc., a Florida corporation ("W.V.D."), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of W.V. Development No. III, L.L.C., a Florida limited liability company ("W.V. Development"), with and into W.V.D. W.V.D. shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by W.V.D. in accordance with Section 607.1103, Florida Statutes.
3. The foregoing Plan of Merger was approved by W.V. Development in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the later of April 6, 2001 or the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

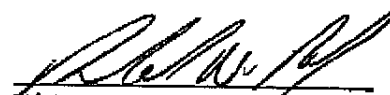
W.V. Development No. III, L.L.C.,
a Florida limited liability company

By:


James A. Connelly
As its Managing Member

W.V.D., Inc.,
a Florida corporation

By:


Richard W. Brady
As its Vice President

LGM-430163.1

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EXHIBIT A

**PLAN OF MERGER
OF W.V. DEVELOPMENT NO. III, L.L.C.
WITH AND INTO
W.V.D., INC.**

W.V. Development No. III, L.L.C., a Florida member-managed limited liability company, and W.V.D., Inc., a Florida corporation, hereby adopt and approve the following plan as the Plan of Merger required by Sections 608.438 and 607.1108, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are W.V. Development No. III, L.L.C., a Florida limited liability company, ("W.V. Development") and W.V.D., Inc., a Florida corporation, ("W.V.D."). As a result of the merger, W.V. Development shall be merged with and into W.V.D. W.V.D. shall be the surviving business entity.

2. The merger shall be effective on the later of April 6, 2001 or the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. There are currently no existing shares, obligations or other securities of W.V.D. Each issued and outstanding share in W.V. Development shall be converted into ten shares in W.V.D. in accordance with the following schedule:

| W.V. Development Members: | Post-conversion Shares in W.V.D.: |
|--------------------------------------|---|
| Stephen E. Lattman | 250.0 Shares Class B Common Stock 2250.0 Shares Class C Common Stock |
| James A. Connelly | 122.1 Shares Class A Common Stock 555.0 Shares Class C Common Stock |
| Ray R. Joelson | 122.1 Shares Class A Common Stock |
| Roger Beacom | 62.9 Shares Class A Common Stock 62.9 Shares Class C Common Stock |
| Carol Beacom | 62.9 Shares Class A Common Stock 62.9 Shares Class C Common Stock |
| Debbie Connelly | 555.0 Shares Class C Common Stock |
| Dean Joelson | 555.0 Shares Class C Common Stock |
| Ryan Joelson | 555.0 Shares Class C Common Stock |

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|--------------------|---|
| Allyson Zweifel | 492.1 Shares Class C Common Stock |
| Andrea Molitor | 492.1 Shares Class C Common Stock |
| Richard W. Brady | 126.67 Shares Class B Common Stock 1140.03 Shares Class C Common Stock |
| Robert Brady | 126.67 Shares Class B Common Stock 1140.03 Shares Class C Common Stock |
| Pamela B. Sullivan | 126.66 Shares Class B Common Stock 1139.94 Shares Class C Common Stock |

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4. This plan shall be submitted to the Members of W.V. Development for approval. This plan shall be submitted to the Board of Directors of W.V.D. for approval. The Articles of Incorporation of W.V.D. will not differ from its Articles before the merger and each shareholder of W.V.D. whose shares were outstanding immediately prior to the Effective Date will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. Therefore, pursuant to Section 607.1103(7), Florida Statutes, shareholder approval is not required.

5. The Members of W.V. Development and the Board of Directors of W.V.D. are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

6. There are no other terms of or conditions to the merger.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Member of W.V. Development and the officer of W.V.D.

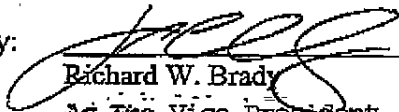
W.V. Development No. III, L.L.C., a
Florida limited liability company

By:


James A. Connelly
As its Manager

W.V.D., Inc., a Florida corporation

By:


Richard W. Brady
As Its Vice President

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