

Division of Corporations

Page 1 of 1

P01000026988**Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000041314 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.

Account Number : 072720000266

Phone : (941) 366-4800

Fax Number : (941) 366-5109

MERGER OR SHARE EXCHANGE**GULF SHORE DEVELOPMENT V, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$96.25

RECEIVED
01 APR 19 AM 7:38
DIVISION OF CORPORATIONS

FILED
01 APR 19 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GULF SHORE DEVELOPMENT IV, L.L.C. A FLORIDA ENTITY

INTO

GULF SHORE DEVELOPMENT V, INC., a Florida entity, P01000026988

File date: April 19, 2001

Corporate Specialist: Agnes Lunt

FILED
01 APR 19 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000041314 5
**ARTICLES OF MERGER
OF
GULF SHORE DEVELOPMENT IV, L.L.C.
INTO
GULF SHORE DEVELOPMENT V, INC.**

FILED
01 APR 19 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gulf Shore Development V, Inc., a Florida corporation ("Gulf Shore V"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Gulf Shore Development IV, L.L.C., a Florida limited liability company ("Gulf Shore IV"), with and into Gulf Shore V. Gulf Shore V 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 Gulf Shore V in accordance with Section 607.1103, Florida Statutes.
3. The foregoing Plan of Merger was approved by Gulf Shore IV in accordance with Section 608.4381, Florida Statutes. *L-4668*
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.

Gulf Shore Development IV, L.L.C.,
a Florida limited liability company

By: 

Richard W. Brady
As its Managing Member

Gulf Shore Development V, Inc.,
a Florida corporation

By: 

Richard W. Brady
As its President

H01000041314 5

EXHIBIT A**FILED**
01 APR 18 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF GULF SHORE DEVELOPMENT IV, L.L.C.
WITH AND INTO
GULF SHORE DEVELOPMENT V, INC.**

Gulf Shore Development IV, L.L.C., a Florida limited liability company, and Gulf Shore Development V, 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 Gulf Shore Development IV, L.L.C., a Florida member-managed limited liability company ("Gulf Shore IV"), and Gulf Shore Development V, Inc., a Florida corporation ("Gulf Shore V"). As a result of the merger, Gulf Shore IV shall be merged with and into Gulf Shore V. Gulf Shore V 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 Gulf Shore V. Each issued and outstanding share in Gulf Shore IV shall be converted into one share in Gulf Shore V in accordance with the following schedule:

Gulf Shore IV Members:	Post-conversion Shares in Gulf Shore V:
Richard W. Brady	100 Shares Common Stock
Robert Brady	100 Shares Common Stock
Pamela B. Sullivan	100 Shares Common Stock

4. This plan shall be submitted to the Members of Gulf Shore IV for approval. This plan shall be submitted to the Board of Directors of Gulf Shore V for approval. The Articles of Incorporation of Gulf Shore V will not differ from its Articles before the merger and each shareholder of Gulf Shore V 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 Gulf Shore IV and the Board of Directors of Gulf Shore V 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.

H01000041314 5

H01000041314-5

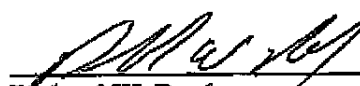
FILED
01 APR 19 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Managing Member of Gulf Shore IV and the officer of Gulf Shore V.

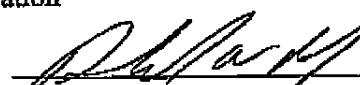
Gulf Shore Development IV, L.L.C., a
Florida limited liability company

By:


Richard W. Brady
As its Member

Gulf Shore Development V, Inc., a Florida
corporation

By:


Richard W. Brady
As its President

LGM-430808.1

H01000041314 5