



PD2000015339

ACCOUNT NO. : 072100000032

REFERENCE : 519443 4328337

AUTHORIZATION :

COST LIMIT : \$ 68.75

Patricia Pigato

ORDER DATE : February 11, 2002

ORDER TIME : 11:35 AM

ORDER NO. : 519443-030

300004899693--5

CUSTOMER NO: 4328337

CUSTOMER: Lynne Rader, Legal Assistant
Cohen & Grigsby
11 Stanwix Street
15th Floor
Pittsburgh, PA 15222

ARTICLES OF MERGER

PORT ROYAL REALTY, LLC

INTO

PORT ROYAL REALTY, INC.

RECEIVED
02 FEB 11 PM 12:46
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

File 2nd

*JB
2-11-02*

ARTICLES OF MERGER
Merger Sheet

MERGING:

PORT ROYAL REALTY, LLC, A FLORIDA ENTITY L01000011351

INTO

PORT ROYAL REALTY, INC., a Florida entity, P02000015339

File date: February 11, 2002

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 68.75

02 FEB 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>PORT ROYAL REALTY, LLC</u> <u>945 Egrets Run, #202</u> <u>Naples, FL 34108</u>	<u>Florida</u>	<u>Limited Liability Company</u>
Florida Document/Registration Number: <u>L01000011351</u>		FEI Number: <u>applied for</u>
2. <u>PORT ROYAL REALTY, INC.</u> <u>945 Egrets Run, #202</u> <u>Naples, FL 34108</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>02000005339</u>		FEI Number: <u>59-3745126</u>
3. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PORT ROYAL REALTY, INC.	Florida	Corporation
945 Egrets Run, #202		
Naples, FL 34108		

Florida Document/Registration Number: 07000016339 FEI Number: 59-3745126

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s).

Typed or Printed Name of Individual

PORT ROYAL REALTY, LLC

Clifton Proffitt

Clinton Moffatt

PORT ROYAL REALTY, INC.

Clinton Township

Clinton Moffatt

(Attach additional sheet(s) if necessary)

APPROVED
AND
FILED
DEC 11 PM 4:00
FBI - NEW YORK
70-44562-1000

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PORT ROYAL REALTY, LLC	Florida
PORT ROYAL REALTY, INC.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PORT ROYAL REALTY, INC.	Florida

THIRD: The terms and conditions of the merger are as follows:

See Exhibit "A" attached hereto.

APPROVED
AND
FILED
JUL 11 PM 1:00
CLERK OF DISTRICT COURT
JUL 11 PM 1:00

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See Exhibit "A" attached hereto

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See Exhibit "A" attached hereto

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

N/A

APPROVED
AND
FILED
02/11/11 PM 4:00
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

APPROVED
AND
FILED
02 FEB 11 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

EXHIBIT "A"

PLAN OF MERGER

PLAN OF MERGER approved on January 29, 2002 by Port Royal Realty, LLC ("PRR, LLC"), a limited liability company organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on January 29, 2002 by Port Royal Realty, Inc. ("PRR, INC."), a business corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date.

1. PRR, LLC and PRR, INC. shall, pursuant to the provisions of the Florida Limited Liability Company Act and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, PRR, INC., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of PRR, LLC, which is sometimes hereinafter referred to as the "non-surviving entity", shall cease at the effective time and date of the merger set forth hereinbelow in accordance with the provisions of the Florida Limited Liability Company Act.

2. The Articles of Incorporation of PRR, INC. at the effective date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation; and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of PRR, INC. at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of PRR, INC. at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued membership interest of the non-surviving entity immediately prior to the effective time and date of the merger shall, at the effective

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CLERK OF COURT
JANUARY 29, 2002

APPROVED
AND
FILED

time and date of the merger, be cancelled and extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the members of the non-surviving entity for their approval or rejection in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and the merger of the non-surviving entity with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the members entitled to vote of the non-surviving entity in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and in the event that the merger of the non-surviving entity with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving entity and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving entity and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

02 FEB 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

EXHIBIT A

WITNESS the due execution hereof on January 29, 2002.

PORT ROYAL REALTY, LLC

By Clinton W. Hest
Title Owner

PORT ROYAL REALTY, INC.

By Clinton W. Hest
Title Owner

APPROVED
AND
FILED

02 FEB 11 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA