

**P02000060085**

Florida Department of State  
Division of Corporations  
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Fax Number : (850) 205-0380

From: Account Name : JECK, HARRIS & JONES, LLP  
Account Number : I20000000210  
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02 MAY 31 PM 4:28  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**SWEDIC REAL ESTATE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$148.75

78,75

*[Handwritten signature]*  
5-31  
5/31/02

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SWEDIC REAL ESTATE, INC., a Delaware corporation not qualified in Florida

INTO

**SWEDIC REAL ESTATE, INC.**, a Florida entity, P02000060085

File date: May 31, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER OF  
SWEDIC REAL ESTATE, INC., A DELAWARE CORPORATION  
MERGING INTO  
SWEDIC REAL ESTATE, INC., A FLORIDA CORPORATION  
(Pursuant to Section 607.1101 et seq. of Florida Business  
Corporation Act and Title 8, Chapter 1, Subchapter IX, Section  
252 of the Delaware General Corporation Law),

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The undersigned corporations, being validly and legally formed under the laws of the States of Florida and the laws of the State of Delaware, have adopted a Plan of Merger.

2. The name of the surviving corporation is SWEDIC REAL ESTATE, INC..

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 et seq. of the Florida Statutes.

4. The Plan of Merger will become effective at the close of business on March 15, 2002.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by the Shareholders and Directors of Swedic Real Estate, Inc., a Florida corporation, on March 15, 2002.

7. The Plan of Merger was adopted by the Shareholders and Directors of Swedic Real Estate, Inc., a Delaware corporation, on March 15, 2002.

8. The Plan of Merger calls for an exchange of the issued shares shall be effected as follows:

(a) Each share of One Cent (\$0.01) par value common stock of Swedic Real Estate, Inc., a Delaware corporation, issued and outstanding on the effective date of the merger shall be converted into one share of the One Cent (\$0.01) par value common stock of Swedic Real Estate, Inc., a Florida corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows:

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After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

DATED: March 15, 2002.

SWEDIC REAL ESTATE, INC., a Florida  
corporation

By:   
Bernt Ove Gimmersta, Its President

SWEDIC REAL ESTATE, INC., a  
Delaware, corporation

By:   
Bernt Ove Gimmersta, Its President

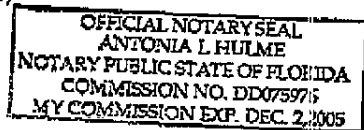
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STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of March, 2002, by Bernt Ove Gimmersta, the President, of Swedic Real Estate, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

(SEAL)



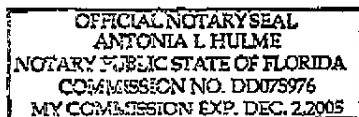
*Antonia L. Hulme*

Print name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of March, 2002, by Bernt Ove Gimmersta, the President, of Swedic Real Estate, Inc., a Delaware corporation, on behalf of the corporation. He is personally known to me.

(SEAL)



*Antonia L. Hulme*

Print name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission expires: \_\_\_\_\_

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PLAN OF MERGER

PLAN OF MERGER dated March 15, 2002, between SWEDIC REAL ESTATE, INC., a Florida corporation ("Swedic Florida"), the surviving corporation, and SWEDIC REAL ESTATE, INC., a Delaware corporation ("Swedic Delaware"), the absorbed corporation.

STIPULATIONS

A. Swedic Florida is a corporation organized and existing under the laws of the State of Florida, with its principal office at 433 S.E. Atlantic Drive, Lantana, Florida 33462.

B. Swedic Florida has a capitalization of 10,000 authorized shares of One Cent (\$0.01) par value common stock, of which 1,100 shares are issued and outstanding.

C. Swedic Delaware is a corporation organized and existing under the laws of the State of Delaware with its principal office at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

D. Swedic Delaware originally had a capitalization of 10,000 authorized shares of One Cent (\$0.01) par value common stock of which 1,100 shares are issued and outstanding.

E. The Board of Directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Swedic Delaware be merged into Swedic Florida pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE: MERGER. Swedic Delaware shall merge with and into Swedic Florida, which shall be the surviving corporation.

SECTION TWO: TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to the corporate name, all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed

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corporation shall be impaired by the merger.

SECTION THREE: CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) Each share of the One Cent (\$0.01) par value common stock of Swedic Delaware issued and outstanding on the effective date of the merger shall be converted into one share of the One Cent (\$0.01) par value common stock of Swedic Florida, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows:

After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

SECTION FOUR: CHANGES IN ARTICLES OF INCORPORATION. The Articles of Incorporation of the surviving corporation, Swedic Florida, shall continue to be its Articles of Incorporation following the effective date of the merger.

SECTION FIVE: CHANGES IN BYLAWS. The Bylaws of the surviving corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SIX: DIRECTORS AND OFFICERS. The Directors and Officers of the surviving corporation on the effective date of the merger shall continue as the Directors and Officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN: NAME AND RESIDENT AGENT OF CORPORATION.

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Philippe Jeck of Jeck, Harris & Jones, LLP, 1061 E. Indiantown Road, Suite 400, Jupiter, Florida 33477 of Palm Beach County, Florida, being the County in which the principal office of said Swedic Florida is to be located, shall continue to be the person on whom process, tax notices, and demands against said Swedic Florida, or either of the said constituent corporations, may be served.

SECTION EIGHT: PROHIBITED TRANSACTIONS. None of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the laws of the appropriate state to consummate this merger.

SECTION NINE: APPROVAL BY SHAREHOLDERS. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporation in the manner provided by the applicable laws of the State of Florida at a meeting to be held on or before March 15, 2002, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

SECTION TEN: EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the close of business on March 15, 2002.

SECTION ELEVEN: ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the Board of Directors of either the surviving or either of the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the shareholders of either the surviving or the absorbed corporation on or before March 15, 2002; or

(b) If, in the judgment of the Board of Directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

SECTION TWELVE: EXECUTION OF AGREEMENT. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective Boards of Directors on the date first above written.

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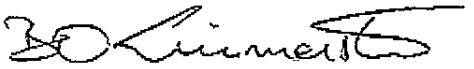
MAY-31-2002(FRI) 14:04 JECK, HARRIS & JONES, LLP

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SWEDIC REAL ESTATE, INC., a Florida  
corporation

By:   
Bernt Ove Gimmersta, President

SWEDIC REAL ESTATE, INC., a  
Delaware corporation

By:   
Bernt Ove Gimmersta, President

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