

P03000007279

Florida Department of State
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MERGER OR SHARE EXCHANGE

THREE BELLES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
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EFFECTIVE DATE

3/26/03

9H1

25 + 35 + 5.75 + 8.75
= 112.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

SS ROYAL PALM, L.L.C. a Florida entity L01000008268

INTO

THREE BELLES, INC., a Florida entity, P03000007279

File date: March 26, 2003, effective March 31, 2003

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 7, 2003

THREE BELLES, INC.
12734 KENWOOD LANE STE 80
FT MYERS, FL 33907

SUBJECT: THREE BELLES, INC.
REF: P03000007279

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6939.

Doug Spitler
Data Processing Control Specialist Letter Number: 803A00018611

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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. THREE BELLES, INC. 12734 Kenwood Avenue Suite 80 Fort Myers, FL 33907	Lee County, Florida	corporation
Florida Document/Registration Number: P03000007279		FEI Number: 02-0668764
2. SS ROYAL PALM, L.L.C. 12734 Kenwood Avenue Suite 80 Fort Myers, FL 33907	Lee County, Florida	limited liability company
Florida Document/Registration Number: L01000008268		FEI Number: 65-1106608
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

CR2E080(9/02)

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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>
THREE BELLES, INC. 12734 Kenwood Lane, Suite 80 Fort Myers, FL 33907	Lee County, Florida	corporation
Florida Document/Registration Number: P03000007279		FBI Number: 02-0668764

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.

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 31st day of March 2003, by and THREE BELLS, INC., a corporation organized and existing under the laws of the State Florida having an office at 12734 Kenwood Lane, Suite 80, Fort Myers, FL 33907 (the "Merging Company") and SS ROYAL PALM, LLC a limited liability company organized and existing under the laws of the State Florida having an office at 12734 Kenwood Lane, Suite 80, Fort Myers, FL 33907 (the "Merged Company").

WHEREAS, the respective Boards of Directors and Shareholders of the Merging Company and the Members of the Merged Company have deemed it advisable and to the advantage of both companies that the Merged Company merge into the Merging Company upon the terms and conditions herein provided;

WHEREAS, the Merging Company and Second Merged Company intend that the merger contemplated hereby qualify as a tax-free reorganization within the meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Boards of Directors and Shareholders of the Merging Company and the Members of the Merged Company have approved this Agreement and Plan of Merger.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Merging Company and the Merged Company hereby agree to merge in accordance with the following plan:

1. Merger. The Merged Company shall be merged with and into the Merging Company, and the Merging Company shall survive the merger, all as, and with the effect, provided by the Florida Business Corporation Act and this Agreement and Plan of Merger. As soon as practicable after the Board of Directors and Shareholders of the Merging Company and the Members of the Merged Company approve this Agreement and Plan of Merger, an appropriate Certificate of Merger shall be signed, verified and delivered for filing with the Secretary of the State of Florida. This Agreement and Plan of Merger shall become effective for purposes of all applicable law at the close of business on March 31 2003 if the Certificate of Merger shall be filed prior to 5:00 p.m. local time on such date (hereinafter referred to as the "Effective Time").

2. Directors and Officers and Governing Documents. The directors and officers of the Merging Company shall be the same upon the Effective Time as they are for the Merging Company immediately prior thereto. The Certificate of Incorporation of the Merging Company shall continue to be the Certificate of Incorporation of the Merging Company as the surviving corporation without change or amendment until further amended in accordance with the

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provisions thereof and applicable laws. The by-laws of the Merging Company, as in effect at the Effective Time, shall continue to be the by-laws of the Merging Company as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

3. Rights and Liabilities of Merged Company. At and after the Effective Time, the Merging Company shall possess all of the rights, privileges, immunities and franchises of a public and private nature of the Merged Company; any and all property, real, personal and mixed, and any and all debts due either of the Merged Company on whatever account, and all other choses in action, and all and every other interest of either of the Merged Company shall be taken and transferred to and vested in the Merging Company without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Merged Company shall not prevent or be in any way impaired by reason of the merger.

4. Further Assurances. From time to time, as and when required by the Merging Company, there shall be executed and delivered on behalf of the Merged Company such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Merging Company the title to and possession of powers, franchises and authority of each of the First Merged Company and the Second Merged Company and otherwise to carry out the purposes of this Agreement and Plan of Merger, and the officers and directors of the Merging Company are fully authorized in the name and on behalf of the Merged Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. Membership Units of the Merged Company. Upon the Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each unit of the issued and outstanding Membership Certificates of the Merged Company shall be changed and converted into one share of Common Stock of the Merging Company.

6. Stock of the Merging Company. Upon the Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each share of Common Stock of the Merging Company outstanding immediately prior thereto shall retain the status of an authorized and issued share of Common Stock of the Merging Company.

7. Stock Certificates. At and after the Effective Time, each unit of the issued and outstanding Membership Certificates of the Merged Company shall be exchanged for certificates representing an equal number of shares of Common Stock of the Merging Company. Promptly upon such exchange, the Merging Company shall cause to be cancelled and retired each such certificate representing each unit of the issued and outstanding Membership Certificates of the Merged Company represented thereby.

8. Employee Benefit Plans. As of the Effective Time, the Merging Company shall

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assume all obligations of the Merged Company under any and all employee benefit plans in effect as of such time or with respect to which employee rights or accrued benefits are outstanding as of such time.

9. Book Entries. As of the Effective Time, entries shall be made upon the books of the Merging Company in respect of this Agreement and Plan of Merger in accordance with the following:

(a) The assets and liabilities of each of the Merged Company immediately prior to the Effective Time shall be recorded on the books of the Merging Company at the same amounts at which they were carried on the books of the Merged Company immediately prior to the Effective Time.

(b) There shall be credited as stated capital in respect of the Common Stock of the Merging Company the aggregate amount of the par value of all shares of Common Stock issued as a result of the conversion of the issued and outstanding Membership Certificates of the Merged Company into shares of Common Stock of the Merging Company pursuant to this Agreement and Plan of Merger.

(c) There shall be credited as surplus in respect of the capital account of the Merging Company the amount credited as stated capital in respect of issued and outstanding Membership Certificates of the Merged Company pursuant to paragraphs (b) and (c) of this Section 9.

10. Amendment. At any time before or after approval and adoption by the Members of the Merged Company and prior to the Effective Time, this Agreement and Plan of Merger may be amended in any manner as may be determined in the judgment of the Board of Directors of the Merged Company to be necessary, desirable or expedient; provided, however, that, after approval of the Members of the Merged Company, such amendment may not materially and adversely alter or amend the terms of this Agreement and Plan of Merger.

11. Abandonment. At any time before the Effective Time, this Agreement and Plan of Merger may be terminated and the merger may be abandoned by the Board of Directors of either the Merging Company or the Merged Company or both, notwithstanding approval of this Agreement and Plan of Merger by the shareholders of the Merging Company or by the Members of the Merged Company or any of them.

12. Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

IN WITNESS WHEREOF, each of the Companies hereto, pursuant to authority granted by the Members of the Merged Company and the Board of Directors and Shareholders of the Merging Company has caused this Agreement and Plan of Merger to be executed by its

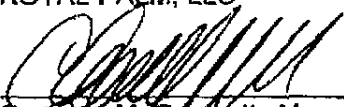
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President or Managing Member, as the case may be, and attested to by its Secretary or Assistant Secretary and its corporate or company seal to be affixed hereto, as of the date first above written.

THE MERGED COMPANY:

SS ROYAL PALM, LLC

By:


Suzanne M. Grady, Its Managing Member
Charlotte A. Fennell

[SEAL]

ATTEST:


Kathy J. Harshman, Secretary

THE MERGING COMPANY:

THREE BELLS, INC.

By:


Suzanne M. Grady, Its President

[SEAL]

ATTEST:


Kathy J. Harshman, Its Secretary

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