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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**SUNCOAST HOLDING OF MIAMI, INC.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

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**ARTICLES OF MERGER  
OF  
SUNCOAST EAST NO. 2, INC.,  
SUNCOAST EAST NO. 3, INC.,  
SUNCOAST V NO. 2, INC.,  
SUNCOAST SOUTH NO. 2, INC., AND  
SUNCOAST SOUTH NO. 7, INC.  
WITH AND INTO  
SUNCOAST HOLDING OF MIAMI, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUNCOAST HOLDING OF MIAMI, INC., a Florida corporation (herein called "Suncoast Holding"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of SUNCOAST EAST NO. 2, INC., SUNCOAST EAST NO. 3, INC., SUNCOAST V NO. 2, INC., SUNCOAST SOUTH NO. 2, INC., AND SUNCOAST SOUTH NO. 7, INC., all Florida corporations (herein referred to collectively as the "Merging Companies"), with and into Suncoast Holding. Holding shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger is the close of business on December 19, 2003 (the "Effective Time").
3. Action by the shareholders of Suncoast Holding on this Plan of Merger is not required because the Articles of Incorporation of Suncoast Holding will not differ from its Articles before the merger, and each shareholder of Suncoast Holding, whose shares were outstanding immediately prior to the effective date of the merger, will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the merger.
4. The foregoing Plan of Merger was:
  - (a) Approved by the board of directors of Suncoast Holding by written consent of all directors on December 18, 2003;
  - (b) Approved by the board of directors of each of the Merging Companies and recommended to its respective shareholders by written consent of all of its directors on December 18, 2003; and
  - (c) Approved by written consent of the shareholders of each of the Merging Companies, who were entitled to vote on such Merger on December 18, 2003.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Time.

SUNCOAST HOLDING OF MIAMI, INC.,  
a Florida corporation

By: Betty Miller  
Name: Betty Miller  
Title: President

MERGING COMPANIES

SUNCOAST EAST NO. 2, INC.,  
a Florida corporation

By: Betty Miller  
Name: Betty Miller  
Title: President

SUNCOAST EAST NO. 3, INC.,  
a Florida corporation

By: Betty Miller  
Name: Betty Miller  
Title: President

SUNCOAST V NO. 2, INC.,  
a Florida corporation

By: Betty Miller  
Name: Betty Miller  
Title: President

SUNCOAST SOUTH NO. 2, INC.,  
a Florida corporation

By: Betty Miller  
Name: Betty Miller  
Title: President

SUNCOAST SOUTH NO. 7, INC.,  
a Florida corporation

By: Betty Miller  
Name: Betty Miller  
Title: President

## Exhibit A

## PLAN OF MERGER

1. The names of the corporations planning to merge are SUNCOAST HOLDING OF MIAMI, INC., a Florida corporation (herein referred to as "Suncoast Holding"), SUNCOAST EAST NO. 2, INC., SUNCOAST EAST NO. 3, INC., SUNCOAST V NO. 2, INC., SUNCOAST SOUTH NO. 2, INC., AND SUNCOAST SOUTH NO. 7, INC., all Florida corporations (herein referred to collectively as the "Merging Companies"). At the Effective Time of each Merger, subject to and upon the terms and conditions of this Plan of Merger (the "Plan") and the in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act"), each of the Merging Companies will be merged with and into Suncoast Holding, and the separate corporate existence of each of the Merging Companies will cease and Suncoast Holding will continue as the surviving corporation (each a "Merger" and together, the "Mergers").

2. Each Merger will be effective at the close of business on December 19, 2003 (as to each Merger, the "Effective Time").

3. At the Effective Time of each Merger, the effect of such Merger will be as provided in this Plan and the applicable provisions of the Act. Without limiting the generality of the foregoing, at the applicable Effective Time of each Merger all properties, rights, privileges and powers of Suncoast Holding and the applicable Merging Company will vest in Suncoast Holding, as the surviving corporation, and all liabilities and obligations of Suncoast Holding and each such Merging Company will become the liabilities and obligations of Suncoast Holding, as the surviving corporation.

4. The Articles of Incorporation and the Bylaws of Suncoast Holding, as the surviving corporation in such Merger, will not differ from its Articles of Incorporation and Bylaws in effect immediately prior to the Effective Time of each Merger.

5. Each person who is a director or officer of Suncoast Holding immediately prior to the Effective Time of each Merger will continue to be a director or officer of Suncoast Holding, the surviving corporation in such Merger, from and after the Effective Time of such Merger and will serve in such capacity until his respective successor is duly elected or appointed, or until his death, resignation or removal.

6. At the Effective Time of the each Merger, by virtue of such Merger and without any action on the part of any shareholder of the Merging Company involved in such Merger, each share of common stock of each Merging Company, issued and outstanding immediately prior to the Effective Time of such Merger, will be canceled without payment of consideration of any kind therefor, and no shareholder of any Merging Company, by virtue of such Merger, shall have the right to acquire shares, obligations or other securities in Suncoast Holding.

7. Each shareholder of Suncoast Holding, whose shares were issued and outstanding immediately prior to the Effective Time of the Mergers, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Mergers.

8. This Plan will be submitted to the directors and shareholders of each respective Merging Company for approval.

9. This Plan will be submitted to the directors of Suncoast Holding for approval. Action by the shareholders of Suncoast Holding on this Plan is not required because the Articles of Incorporation of Suncoast Holding will not differ from its Articles before the merger, and each shareholder of Suncoast Holding, whose shares were outstanding immediately prior to the Effective Time of the Mergers, will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the Mergers.

10. The board of directors of each constituent corporation is hereby authorized to amend this Plan at any time prior to the Effective Time of the Mergers, to the extent permitted by law.