

Jun-15-04 06:17A

P.01

Jun-14-20 02:47 PM From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

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Florida Department of State
Division of Corporations
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Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 764-4996

06/15/04

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MERGER OR SHARE EXCHANGE

MMCJ, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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P.02

Jun-14-2004 02:47pm From:RUDEN McCLOSKEY 17F_N

T-355 P 002/005 F-200

ARTICLES OF MERGER
OF
WOODMONT COUNTRY CLUB, INC.
(a Florida not for profit corporation)
WITH AND INTO
MMCJ, INC.
(a Florida for profit corporation)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1109, F.S.

FIRST: The name and jurisdiction of the merging corporation is WOODMONT COUNTRY CLUB, INC., a Florida not for profit corporation ("WCC").

NO3207
SECOND: The name and jurisdiction of the surviving corporation is MMCJ, INC., a Florida corporation (the "MMCJ or Surviving Corporation"). PO4-76852

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 617.1103, and was approved by each domestic corporation that is party to the merger in accordance with Chapters 607 and 617, F.S.

FOURTH: The merger shall become effective upon filing ("Effective Date").

FIFTH: The Plan of Merger has been duly authorized by the directors and members of WCC, the appropriate and proper notice of meeting for the vote of the members of WCC to approve the Merger was duly sent, the vote of the directors of WCC and the members of WCC regarding the approval of the Merger was duly taken at a meeting of the directors and members held on May 14, 2004, the results of the vote of the members of WCC was to approve the Merger by a weighted vote of 1,080 votes in favor of the Merger and 251 votes against the Merger which constitutes a sufficient number of votes to approve the Merger and the directors of WCC unanimously voted in approval of the Merger.

SIXTH: The Plan of Merger was adopted by written consent and all necessary consents and recorded votes of the directors and/or officers of MMCJ were obtained at a meeting on May 14, 2004. Further, MMCJ has obtained the written consent of each shareholder and have satisfied all applicable all appraisal rights as stated in Sections 607, F.S.

SEVENTH: The Articles of Merger comply with and were executed in accordance with all respective regulations, articles of incorporation, and the laws of the State of Florida.

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Jun-14-2004 02:47pm From-RUDEN McCLOSKEY 17F_N

T-355 P 003/005 F-288

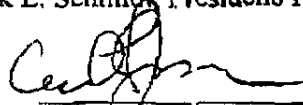
IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger on the 28th day of May, 2004.

WOODMONT COUNTRY CLUB, INC.


Gerald Corsover, President

MMCI, INC.


Mark L. Schmidt, President/Treasurer


Michael Jarnon, Vice President/Secretary

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EXHIBIT A
PLAN OF MERGER
OF
WOODMONT COUNTRY CLUB, INC.
(a Florida not for profit corporation)
INTO
MMCI, INC.
(a Florida for profit corporation)

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with sections 607.1109 and 617.1103, F.S., is being submitted in accordance with section 607.1108, F.S.

FIRST: The name and jurisdiction of the merging corporation is **WOODMONT COUNTRY CLUB, INC.**, a Florida not for profit corporation (the "WCC or Merging Corporation").

SECOND: The name and jurisdiction of the surviving corporation is **MMCI, Inc.**, a Florida for profit corporation (the "MMCI or Surviving Corporation").

THIRD: The merger shall become effective on the date ("Effective Date") the Articles of Merger are filed with the Florida Department of State.

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

1. The Articles of Incorporation of the Surviving Corporation as of the Effective Date, shall be the Articles of Incorporation of MMCI, except that the name of MMCI, the Surviving Corporation, shall be changed to Woodmont Country Club, Inc.

2. The Bylaws of MMCI immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation.

3. The directors and officers in office of MMCI when the merger becomes effective shall remain as the directors and officers of the Surviving Corporation and retain their respective positions.

FIFTH: The manner and basis of converting shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

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Jun-14-2004 02:48pm From-RUDEN McCLOSKEY 17F_N

T-955 P 005/005 F-299

1. At the effective time of the merger, each share of common stock of MMCJ issued and outstanding as of the Effective Date shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Corporation.

2. All membership interests of WCC outstanding as of the Effective Date of the merger shall cease to exist, and member holding such interest shall receive a portion of the Merger Consideration as described in more detail in the Merger Agreement between WCC and MMCJ dated as of April 14, 2004.

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