

Oct 29 04 12:57

Greenman & Linz

(305) 743-6523

P. 1

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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Account Name : FRANKLIN D. GREENMAN, P.A.
Account Number : 071005000567
Phone : (305) 743-2351
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

ISLAND HIDEAWAYS, INC.

Certificate of Status	1
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11/17/04
merger
38

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ARTICLES OF MERGER

(Profit Corporations)

04 OCT 29 PM 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Island Hideaways, Inc.</u>	<u>Monroe County, Florida</u>	<u>P04000082490</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Brooks Clark & Company, Inc.</u>	<u>Monroe County, Florida</u>	<u>P98000071940</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on Oct. 29, 2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on Oct. 29, 2004.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SEE NOTARIZED SIGNATURE PAGE ATTACHED HERETO

This image shows a blank sheet of white paper with horizontal ruling lines. The lines are organized into three distinct vertical columns, each containing ten evenly spaced lines. There are no margins, text, or other markings on the page.

H0400021659/

[Signature]
Witness

[Signature]
Witness

[Signature]
Witness

[Signature]
Witness

Brooks Clark & Company, Inc

By: [Signature]

Island Hideaways, Inc

By: [Signature]

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Brooks Clark, President of BROOKS CLARK & COMPANY, INC., who is personally known to me or who has produced _____ as identification and who (did) (did not) take an oath, known to be the person described in and who executed the foregoing, and she acknowledged before me that she executed the same for the purposes set out therein.

WITNESS my hand and official seal in the County and State last aforesaid this, 29 day of NOV, 2004.



Maria T Perez
My Commission DD241998
Expires November 26, 2007

[Signature]
NOTARY PUBLIC, State of Florida
Printed Notary Signature:
MARIA T. PEREZ

STATE OF FLORIDA
COUNTY OF MONROE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Brooks Clark, President of Island HIDEAWAYS, INC., who is personally known to me or who has produced _____ as identification and who (did) (did not) take an oath, known to be the person described in and who executed the foregoing, and she acknowledged before me that she executed the same for the purposes set out therein.

WITNESS my hand and official seal in the County and State last aforesaid this, 29 day of NOV, 2004.



Maria T Perez
My Commission DD241998
Expires November 26, 2007

[Signature]
NOTARY PUBLIC, State of Florida
Printed Notary Signature:
MARIA T. PEREZ

H0400021659/

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Island Hideaways, Inc.

Monroe County, Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Brooks Clark & Company, Inc.

Monroe County, Florida

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

Brooks Clark & Company, Inc., shall become Island Hideaways, Inc., and all of the assets of Brooks Clark & Company, Inc., shall become the assets of Island Hideaways, Inc. The Boards and Directors of both companies shall merge and each shall be 50% owner of the total assets of each corporation.

Fourth: The manner and basis of converting the 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:

50% of the stock of Brooks Clark & Company, Inc., shall be held by the stockholders of Island Hideaways, Inc., and 50% of the stock of Island Hideaways, Inc., shall be held by the stockholders of Brooks Clark & Company, Inc.

(Attach additional sheets if necessary)

(Both companies have little or no assets other than operations)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: