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**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Bluewater Realty Group, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joann M Hennessey  
(Name of person)

Hennessey Law Firm, P.A.  
(Name of firm/company)

25 SE Second Avenue, Suite 543  
(Address)

Miami, FL, 33131  
(City/state and zip code)

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For further information concerning this matter, please call:

Joann M Hennessey at ( 305 ) 373 8224  
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

# ARTICLES OF MERGER

(Profit Corporations)

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)
Bluewater Realty Group, Inc.	Florida	P04000144932

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Advantage Associates Realty	Florida	P97000010194

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**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
January 31, 2005 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
January 31, 2005 and shareholder approval was not required.

*(Attach additional sheets if necessary)*



## PLAN OF MERGER

Plan of Merger dated this 31<sup>st</sup> day of January, 2005, between BLUEWATER REALTY GROUP, INC., hereinafter referred to as the "surviving corporation," and ADVANTAGE ASSOCIATES REALTY, INC., hereinafter referred to as the "absorbed corporation."

WHEREAS, BLUEWATER REALTY GROUP, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2801 Biscayne Boulevard, Suite 333, Miami, Florida and

WHEREAS, BLUEWATER REALTY GROUP, INC. has a capitalization of One Hundred (100) authorized shares of One DOLLAR (\$1.00) common stock, of which Zero (0) shares are issued and outstanding. The authorized number of shares will not be increased prior to the effective date of the merger; and

WHEREAS, ADVANTAGE ASSOCIATES REALTY, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 13899 Biscayne Boulevard, Suite 125, Miami, Florida 33181; and

WHEREAS, ADVANTAGE ASSOCIATES REALTY, INC. has a capitalization of One Hundred (100) authorized shares of One DOLLAR (\$1.00) common stock, of which Zero (0) shares are issued and outstanding; and

WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that ADVANTAGE ASSOCIATES REALTY, INC., be merged into BLUEWATER REALTY GROUP, INC., pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business CORPORATION Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** ADVANTAGE ASSOCIATES REALTY, INC., shall merge with and into BLUEWATER REALTY GROUP, INC., which shall be the surviving corporation.

2. **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 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 then 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 corporation shall be impaired by the merger.

**3. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares, [rights, obligations, and other securities] of the surviving corporation is as follows:

(a) Each share of the \$1.00 common stock of ADVANTAGE ASSOCIATES REALTY, INC. issued and outstanding on the effective date of the merger shall be converted into two shares of the \$1.00 common stock of BLUEWATER REALTY GROUP, INC. which shares of common stock of the surviving corporation shall then 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 the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the 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 the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

**4. Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

**5. Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**6. 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.

7. **Approval by Board of Directors.** This plan of merger shall be submitted for the approval of the Board of Directors of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

9. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

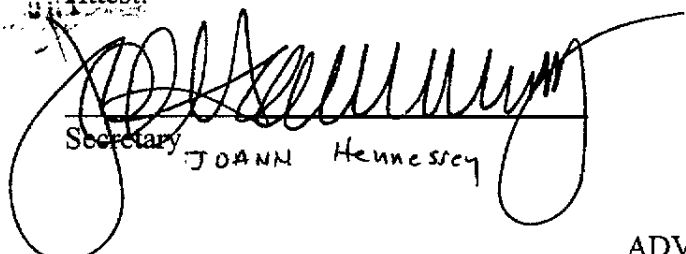
Below this document is executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries and pursuant to the authorization of their respective boards of directors on the date first above written.

BLUEWATER REALTY GROUP, INC.

By   
President

Attest:

Secretary

  
JOANN Hennessey

ADVANTAGE ASSOCIATES REALTY, INC.

By   
President

Attest:

Secretary

  
ROSE LESNIAK