

Division of Corporations

P05000053323

Page 1 of 1

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

CHELSEA, INC.

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Merger

4/13/05

DC



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 13, 2005

CHELSEA, INC.
21 BERMUDA RUN WAY
ST AUGUSTINE, FL 32080SUBJECT: CHELSEA, INC.
REF: P05000053323

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.

PLEASE COMPLETE THE DATES LISTED IN SECTION FIFTH AND SIXTH OF THE ARTICLES OF MERGER. THE MONTH AND YEAR HAVE BEEN FILLED IN, HOWEVER, THE ACTUAL DAY WAS LEFT BLANK.

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

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Darlene Connell
Document SpecialistFAX Aud. #: H05000089901
Letter Number: 505A00025208

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

H050000899013

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)
Chelsea, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Chelsea, Inc.	Maryland	MD SDAT D03781879

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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 4/12/05.

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 4/12/05.

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)

H050000899013
FL004 - 12/12/02 CT System Outline

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Seventh: SIGNATURES FOR EACH CORPORATION

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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

Chelsea, Inc.

Jurisdiction

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Chelsea, Inc.

Jurisdiction

Maryland

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

The Merger shall have the effect described in Florida Business Corporation Act section 607-1106, F.S..

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:

No shares of the Surviving Corporation are to be issued for the shares of the Merging Corporation, but upon the effective date of these Articles of Merger, all shares of stock of the Merging Corporation shall be cancelled without consideration.

(Attach additional sheets if necessary)

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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.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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PL2068 - 12/12/02 CT System Online

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