

P08000043395

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(Address)

(Address)

(City/State/Zip/Phone #)

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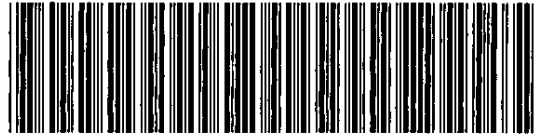
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P08000043395
Merges
6/11/08

FERGUSON & WIDMAYER, P.C.
ATTORNEYS AND COUNSELORS
538 North Division
Ann Arbor, Michigan 48104

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734-662-0222
FAX 734-662-8884
Writer's Email: jill@fw-pc.com

May 13, 2008

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger
Our file: 9902-001

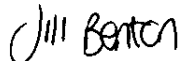
Dear Sir/Madam:

Please find enclosed the Articles of Merger for Island Capital Group Inc. and Alpine Capital Corporation. Also enclosed is a check for the filing fee of \$70.00. Please return a copy of the filed *Articles of Merger* in the return envelope provided.

Do not hesitate to contact me should you have any questions.

Very truly yours,

FERGUSON & WIDMAYER, P.C.



Jill Benton
Legal Assistant

Enclosures

I:\CL\9902\Island\FL Corp Division ltr 051308.wpd

Certified Mail with Return Receipt Requested
7007 0220 0003 9913 0955

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Island Capital Group, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Liam K. Healy, Esq.

(Contact Person)

Ferguson & Widmayer, PC

(Firm/Company)

538 N. Division Street

(Address)

Ann Arbor, MI 48104

(City/State and Zip Code)

For further information concerning this matter, please call:

Liam K. Healy

(Name of Contact Person)

At (734) 662-0222

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 27, 2008

per S. Rejz

LIAM K. HEALY
538 N. DIVISION STREET
ANN ARBOR, MI 48104

SUBJECT: ISLAND CAPITAL GROUP INC.
Ref. Number: P08000043395

We have received your document for ISLAND CAPITAL GROUP INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 708A00033149

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, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Island Capital Group, Inc	Florida	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Alpine Capital Corporation	Michigan	
Island Capital Group, Inc.	Florida	

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TALLAHASSEE, FLORIDA

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 after merger file date.)

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 May 8th, 2008.

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 May 8th, 2008.

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)

Typed or Printed Name of Individual & Title

Wil Probst

Wil Paak

Neil Paoletta, President

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Island Capital Group, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Island Capital Group Inc.</u>	<u>Florida</u>
<u>Alpine Capital Corp.</u>	<u>Michigan</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

In accordance with MCL 450.1735, Fla. Stat. 607.1107 and Fla Stat 607.1105, Alpine Capital Corporation shall merge into Island Capital Group, Inc. with Island Capital Group, Inc. to be the surviving constituent. All rights and immunities of Alpine Capital Corp shall survive and merge into the surviving 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:

See attached.

(Attach additional sheets if necessary)

A. The manner and basis of converting interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

At the effective time of the merger, without further required action on the part of the shareholders:

- A. Each Issued and Outstanding share of Common Stock of Island Capital Group Inc. shall continue in existence without change.
- B. The Issued and Outstanding shares of Common Stock of Alpine Capital Group Inc. shall be converted into 100 validly issued, fully paid, non-assessable shares of Common Voting shares, no par value per share, of the surviving corporation, Island Capital Group Inc.
- C. Following the merger the sole shareholder shall hold all 200 shares of the surviving corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: