

93000054943

CT CORPORATION SYSTEM

CORPORATION(S) NAME

1) Lee Estates, Inc. and Harco of Palm Beach Merging into: Normandy Isl

2) Lee Estates, Inc. and Harco of Palm Beach Merging into: Normandy

3) Lee Estates, Ltd. and Harco of Palm Beach Merging into: Normandy

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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TALLAHASSEE, FLORIDA  
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W.P. Verifier \_\_\_\_\_

12/27/01

Merger  
12-27-01  
MS

Order#: 5014724

800004741178--2

-12/27/01--01041--011

Ref#: \*\*\*\*105.00 \*\*\*\*105.00

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

LEE ESTATES, INC., a Florida corporation, L50686

HARCO OF PALM BEACH, INC., a Florida corporation, P95000035244

INTO

**NORMANDY ISLES, INC.**, a Florida entity, P93000054943.

File date: December 27, 2001

Corporate Specialist: Doug Spitler

## ARTICLES OF MERGER

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

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Lee Estates, Inc.</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>L50686</u>		FEI Number: <u>65-0175324</u>
2. <u>Harco of Palm Beach, Inc.</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>P95000035244</u>		FEI Number: <u>65-0661771</u>

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

1. <u>Normandy Isles, Inc.</u> <u>P.O. Box 541359</u> <u>Lake Worth, FL 33454</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>P93000054943</u>		FEI Number: <u>65-0441882</u>

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the sole stockholder of the surviving corporation on December 19, 2001.


**SIXTH:** The Plan of Merger was adopted by the stockholders of the merging corporations on December 19, 2001.

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TALLAHASSEE, FLORIDA

**SEVENTH: SIGNATURE(S) FOR EACH PARTY:**

Name of Entity and Signatures


NORMANDY ISLES, INC.

By:   
Name: Harry Rauch  
Title: PRESIDENT

LEE ESTATES, INC.

By:   
Name: Harry Rauch  
Title: PRESIDENT

HARCO OF PALM BEACH, INC.

By:   
Name: Harry Rauch  
Title: PRESIDENT

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger, is being submitted in compliance with section 607.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Lee Estates, Inc.	Florida
Harco of Palm Beach, Inc.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Normandy Isles, Inc.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

On the date the Article of Merger are filed and accepted by the Secretary of State of the State of Florida, Lee Estates, Inc. ("Lee Estates") and Harco of Palm Beach, Inc. ("Harco") shall be merged with and into Normandy Isles, Inc. ("Normandy"). The separate existence of Lee Estates and Harco shall thereupon cease and Normandy shall continue its existence as the surviving corporation (the "Surviving Corporation") under Florida law under its present name. The parties hereto shall cause Articles of Merger to be executed and filed with the Secretary of State of the State of Florida and shall take all such other and further actions as may be required to make the merger effective. The merger shall become effective as of the date and time of the filing of the Articles of Merger (the "Effective Time").

The Certificate of Incorporation and Bylaws of Normandy as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation. The officers and directors of the Surviving Corporation immediately after the Effective Time shall be the respective persons who were the officers and directors of Normandy immediately prior to the Effective Time

**FOURTH:**

- A. 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, in whole or in part, into cash or other property are as follows:

At the Effective Time, by virtue of the merger and without any further action on the part of Normandy, Lee Estates or Harco or any holder of any shares in any of such corporation, each share of Normandy, Lee Estates and Harco issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one share of the Surviving Corporation.


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

N/A


[Remainder of Page Intentionally Left Blank]

Name of Entity and Signatures


NORMANDY ISLES, INC.

By:   
Name: Harry Rauch  
Title: PRESIDENT

LEE ESTATES, INC.

By:   
Name: Harry Rauch  
Title: PRESIDENT

HARCO OF PALM BEACH, INC.

By:   
Name: Harry Rauch  
Title: PRESIDENT