

06/02/09 11:28 FAX (305) 935 9042

LEOPOLD KORN

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Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : LEOPOLD KORN & LEOPOLD, P.A.
Account Number : I20010000025
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

VACATION INVESTMENT PLAN, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 07 |
| Estimated Charge | \$60.00 |

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JUN - 3 2009

EXAMINER

2009 JUN -2 AM 8:00

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TALLAHASSEE, FLORIDA

L02-27282

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------------------|---------------------|---------------------------|
| VACATION INVESTMENT PLAN, INC. | FLORIDA | CORPORATION |
| LANDCO, LLC. | FLORIDA | LIMITED LIABILITY COMPANY |
| | | |
| | | |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------------------|---------------------|-------------------------|
| VACATION INVESTMENT PLAN, INC. | FLORIDA | CORPORATION |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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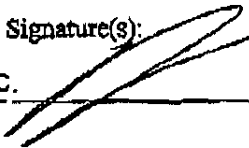
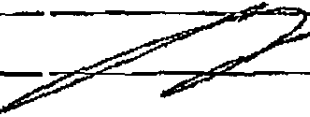
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EIGHTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|--------------------------------|---|--------------------------------------|
| VACATION INVESTMENT PLAN, INC. |  | HARRIS FRIEDMAN, Vice Pres. |
| LANDCO, L.L.C. |  | HARRIS FRIEDMAN, Manager |

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------------------|---------------------|---------------------------|
| VACATION INVESTMENT PLAN, INC. | FLORIDA | CORPORATION |
| LANDCO, L.L.C. | FLORIDA | LIMITED LIABILITY COMPANY |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------------------|---------------------|-------------------------|
| VACATION INVESTMENT PLAN, INC. | FLORIDA | CORPORATION |

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

The members/shareholders of the merging parties are the same and hold the same interest in the companies, therefore, the members/shareholders shall maintain their existing voting rights and interests.

(Attach additional sheet if necessary)

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FOURTH:

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

The members/shareholders of the merging parties are the same and hold
the same interest in each of the companies, therefore, the interest of the
members/shareholders shall not change.

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(Attach additional sheet if necessary)

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

Not Applicable.

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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