



Jun-09-04

Jun-08-04

94000074949

01

407-0168

T-028

001/00

F-077

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000122099 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : T19590000077
Phone : (407)649-4043
Fax Number : (407)341-0168

RECEIVED

04 JUN-09 AM 7:35

04 JUN-09 AM 7:35

MERGER OR SHARE EXCHANGE
WINDERMERE PROPERTY HOLDINGS, INC.

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

04 JUN-09 AM 9:19

FILED

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$105.00

77.50

Electronic Filing Menu

Corporate Filing

Public Access Help

94-74949
AL

Jun-09-04 04:26A

P.02

Jun-08-04 17:03 From-BAKER&HOSTETLER

4078410168

T-928 P 002/005 F-077

200 S. Orange Ave., Ste. 230
Orlando, FL 32801
(407) 649-4000

STATE OF FLORIDA
ARTICLES OF MERGER
OF

3 CORNERS PROPERTY, LLC
(a Florida limited liability company)

W03000041100

INTO

WINDERMERE PROPERTY HOLDINGS, INC.
(a Florida corporation)

894000074949

Pursuant to Section 607.1108 and 608.4382, Florida Statutes, the undersigned entities adopt the following Articles of Merger. The name of the surviving corporation, upon the effective date of merger, will be Windermere Property Holdings, Inc., a Florida corporation.

ADOPTION OF AGREEMENT

On the 26th day of May, 2004, the sole member of 3 CORNERS PROPERTY, LLC, a Florida limited liability company, adopted the Agreement and Plan of Merger. On the 26th day of May, 2004, the Board of Directors of WINDERMERE PROPERTY HOLDINGS, INC., a Florida corporation, adopted the Agreement and Plan of Merger and recommended such Agreement and Plan of Merger to the sole shareholder of WINDERMERE PROPERTY HOLDINGS, INC., for approval, and on the 26th day of May, 2004, such shareholder adopted the Plan of Merger pursuant to Section 607.1101 and 607.1103, Florida Statutes.

FILED

AGREEMENT AND PLAN OF MERGER

The agreement and plan of merger is as set forth in the Agreement and Plan of Merger attached hereto as Exhibit A.

Fax Audit No. H040000122099 3

SOLICITORS, 21975, 94001, 100442349.1.

Jun-09-04 04:26A

P.03

Jun-06-04 17:04 From-BAKER&HOSTETLER
ix Audit No. H04000122099 3

4076410168

T-028 P.003/005 F-077


EFFECTIVE DATE

The merger of the undersigned entities will become effective as of the filing of the Articles of Merger with the Florida Secretary of State.

Dated: May 26, 2004.

3 CORNERS PROPERTY, LLC., a Florida
limited liability company

By: Tavistock Corporation, a Florida
corporation, its sole and managing
member

By: 
Name: Jeffrey R. Voss
Title: Vice President

WINDERMERE PROPERTY HOLDINGS,
INC., a Florida corporation

By: 
Name: Ramesh Thakkar
Title: Secretary

FILED
JUN 14 2004
TALLAHASSEE, FLORIDA

ix Audit No. H04000122099 3

Jun-08-04 17:04 From-BAKER&HOSTETLER
Fax Audit No. H04000122099 3

4078410168

T-928 P.004/005 F-077

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") is made this 26 day of May, 2004, by and between 3 Corners Property, LLC, a Florida limited liability company ("3 Corners"), with respect to the merger of 3 Corners into Windermere Property Holdings, Inc., a Florida corporation ("WPH").

WITNESSETH:

WHEREAS, 3 Corners is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, WPH is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, the sole member of 3 Corners deems it advisable, for the benefit of 3 Corners and WPH, that 3 Corners be merged into WPH, with WPH as the surviving corporation, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and the Florida Limited Liability Company Act (the "FLICA"); and

WHEREAS, the sole member of 3 Corners and the Board of Directors and sole shareholder of WPH have approved and adopted this Plan of Merger and the merger described herein by written consent on May __, 2004; and

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of the merger in such other details and provisions as are deemed necessary or advisable, 3 Corners hereby sets forth the terms of the merger as follows:

1. Merger. The names of the entities which are to be merged are 3 Corners Property, LLC and Windermere Property Holdings, Inc. In accordance with the provisions of the FBCA, at the Effective Date (as hereinafter defined), 3 Corners shall be merged into WPH and WPH shall be the surviving corporation (hereinafter, the "Survivor") and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Corporate Existence. The corporate existence and identity of Survivor, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of 3 Corners with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of WPH and Survivor shall be vested fully therewith and the separate corporate existence and identity of 3 Corners shall thereafter cease, except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") upon the filing of the Articles of Merger with the Florida Secretary of State.

Jun-09-04 04:27A

P.05

Jun-08-04 17:04 From:BAKER&HOSTETLER
Fax Audit No. H04000122099 3

4078410168

T-028 P.005/005 F-077

4. Corporate Government.

a. The Articles of Incorporation of WPH, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Survivor.

b. The Bylaws of WPH, as in effect on the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Survivor.


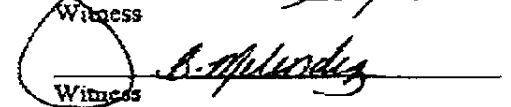
c. The members of the Board of Directors and the Officers of WPH immediately preceding the Effective Date shall be the persons holding such positions for Survivor as of and immediately following the Effective Date.


5. Cancellation and Conversion of Membership Interest. All outstanding shares of WPH immediately prior to the Effective Date shall remain outstanding and unchanged as of the Effective Date. All outstanding membership interests of 3 Corners shall be deemed cancelled as of the Effective Date, and such membership interests will be converted into one share of stock of Survivor.



IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

3 Corners Property, LLC, a Florida
limited liability company

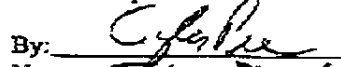
By: Tavistock Corporation, a Florida
Corporation, its sole and managing
member


Witness

Witness

By: 
Name: Jeffrey R. Das
Title: Vice President


Witness

Witness

Windermere Property Holdings, Inc., a
Florida corporation

By: 
Name: Tyler Pierce
Title: Vice President

FILED
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

60 JUN -9 2004 PM 9:47

Fax Audit #H04000122099 3