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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
WINDERMERE PROPERTY HOLDINGS, INC.

Certificate of Status	0
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Merger
[Signature]
2/26/03

ARTICLES OF MERGER
Merger Sheet

MERGING:

4824 APOPKA-VINELAND COMPANY, a Florida corporation, document number
P02000037955

INTO

WINDERMERE PROPERTY HOLDINGS, INC., a Florida entity, P94000074949

File date: February 26, 2003

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
(Profit Corporation)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation act, pursuant to Section 607.1105, Florida Statutes.

ARTICLE I

The name and jurisdiction of the surviving corporation:

WINDERMERE PROPERTY HOLDINGS, INC.,
a Florida corporation

ARTICLE II

The name and jurisdiction of the merging corporation:

4824 APOPKA-VINELAND COMPANY
a Florida corporation

ARTICLE III

The Plan of Merger is attached hereto as Exhibit A.

ARTICLE IV

The merger shall become effective on the date of filing.

ARTICLE V

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 25, 2003.

ARTICLE VI

The Plan of Merger was adopted by the shareholders of the merging corporation on February 25, 2003.

WINDERMERE PROPERTY HOLDINGS, INC.
a Florida corporation

4824 APOPKA-VINELAND COMPANY,
a Florida corporation

By: 

Jefferson Voss, President

By: 

Tyler Piercy, President

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PLAN AND AGREEMENT OF MERGER

**between WINDERMERE PROPERTY HOLDINGS, INC., a Florida corporation
and 4824 APOPKA-VINELAND COMPANY, a Florida corporation.**

This Agreement, dated as of February 25, 2003, among WINDERMERE PROPERTY HOLDINGS, INC., a Florida corporation ("Windermere"), and 4824 APOPKA-VINELAND COMPANY, a Florida corporation ("4824").

WITNESSETH:

WHEREAS, Windermere is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on October 12, 1994;

WHEREAS, 4824 is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on April 8, 2002; and

WHEREAS, the board of directors of the parties hereto deem it desirable, upon the terms and subject to the condition herein stated, that 4824 be merged with and into Windermere and that Windermere be the surviving corporation with the outstanding shares of 4824 stock converted into shares of Windermere common stock.

NOW THEREFORE it is agreed as follows:

ARTICLE I: TERMS

1.1 On the effective day of the Merger (as hereinafter defined), 4824 shall be merged with and into Windermere, with Windermere as the surviving corporation.

1.2 Upon the effective date of the Merger,

- A. Each then outstanding share of 4824's common stock shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of Windermere common stock.
- B. All shares of 4824 common stock held in the treasury of 4824 shall be canceled.

1.3 Each holder of a stock certificate or certificates representing outstanding shares of 4824 common stock immediately prior to the effective date of the Merger, upon surrender of such certificate or certificates to Windermere after the effective date of the Merger, shall be entitled to receive a stock certificate or certificates representing the same number of shares of Windermere common stock. Until so surrendered, each such stock certificate shall, by virtue of the Merger, be deemed for all purposes to evidence ownership of the same number of shares of Windermere common stock.

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1.4 If any certificate representing Windermere common stock is to be issued in a name other than that in which the certificate thereto for representing 4824 common stock surrendered is registered, it shall be a condition of such issuance that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such issuance shall either pay to Windermere or its transfer agents any transfer or other taxes required by reason of the issuance of certificates representing Windermere common stock in a name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of Windermere or its transfer agents that such tax has been paid or is not applicable.

ARTICLE II: EFFECTIVE DATE

2.1 This Agreement shall be submitted to the stockholders entitled to vote thereon of each of 4824 and Windermere as provided by the applicable laws of the State of Florida. If this Agreement is duly adopted by the requisite votes of such stockholders, Articles of Merger, executed in accordance with the laws of the State of Florida, shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective upon the date of filing the Articles of Merger, herein sometimes referred to as the Effective Date of the Merger.

ARTICLE III: COVENANTS

3.1 4824 covenants and agrees that it will present this Agreement for adoption or rejection by vote of the holders of 4824 common stock at a special meeting of stockholders (or a unanimous written consent), will furnish to such holders such documents and information in connection therewith as is required by law, and will recommend approval of this Agreement by such holders.


3.2 Windermere covenants and agrees that it will not prior to the Effective Date of the Merger, without obtaining the written consent of 4824, permit any change in its capital stock.

IN WITNESS WHEREOF, 4824 and Windermere have each caused this Agreement to be executed by its authorized officer and its corporate seal affixed, all as of the date first above written.

Windermere Property Holdings, Inc.,
a Florida corporation


Jefferson Voss, President

4824 Apopka-Vineland Company, a
Florida corporation


Tyler Piercy, President

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