

P95000056308

WAYNE RUBINAS

Requester's Name

215 S. Monroe St. #802

Address

TALLAHASSEE FL 222-7000

City/State/Zip

Phone #

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. COLONY PLAZA DEVELOPMENT, INC.

(Corporation Name)

(Document #)

2. COVE DEVELOPMENT, INC.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

merger
4-21-00
BKS

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

Call when Ready
222-7000

ARTICLES OF MERGER
Merger Sheet

MERGING:

COLONY PLAZA DEVELOPMENT, INC., a Florida corporation, P95000028664

INTO

COVE DEVELOPMENT, INC., a Florida entity, P95000056308

File date: April 21, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
OF
COLONY PLAZA DEVELOPMENT, INC.
INTO
COVE DEVELOPMENT, INC.

FILED
00 APR 21 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Florida Act"), COLONY PLAZA DEVELOPMENT, INC., a Florida corporation ("Colony") and COVE DEVELOPMENT, INC., a Florida corporation ("Cove"), adopt the following Articles of Merger to be filed with the Florida Secretary of State:

1. SunVest Resorts, Inc., a Florida corporation ("SunVest") owns 100% of the outstanding capital stock of each of Colony and Cove.
2. When the merger becomes effective, Colony shall be merged with and into Cove, and each share of Colony's capital stock shall be canceled, as provided in the Plan of Merger (as defined below) (the "Merger").
3. The Plan of Merger, adopted as of April 19, 2000 by the Board of Directors of SunVest, is set forth as Exhibit A hereto and is made a part hereof.
4. Pursuant to Section 607.1104 of the Florida Act, no other approvals were required.
5. The Merger shall be effective upon the filing of these Articles of Merger with the Florida Secretary of State.
6. The address of Cove's principal office is 307 South 21st Avenue, Hollywood, Florida 33020.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed and delivered by their authorized officers on this April 19, 2000.

COLONY PLAZA DEVELOPMENT, INC.

By: 

Harvey Birdman
Executive Vice President

COVE DEVELOPMENT, INC.

By: 

Harvey Birdman
Executive Vice President

PLAN OF MERGER
adopted by
The Board of Directors of
SUNVEST RESORTS, INC.,
a Florida corporation

relating to the merger of

COLONY PLAZA DEVELOPMENT, INC.,
a Florida corporation,

into


COVE DEVELOPMENT, INC.,
a Florida corporation

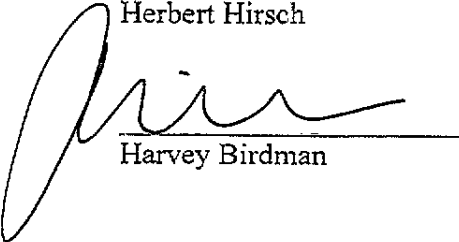
This PLAN OF MERGER (the "Agreement") dated as of April 19, 2000, is hereby adopted by the Board of Directors of SUNVEST RESORTS, INC., a Florida corporation ("SunVest"), sole shareholder of COLONY PLAZA DEVELOPMENT, INC., a Florida corporation, and COVE DEVELOPMENT, INC., a Florida corporation.

1. Upon the filing of Articles of Merger with the Florida Secretary of State (the "Effective Time"), Colony shall be merged with and into Cove, the separate existence of Colony shall thereupon cease, and Cove, the surviving corporation, shall continue its corporate existence in accordance with the Florida Business Corporation Act (the "Merger").

2. At the Effective Time, by virtue of the Merger and without any further action on SunVest's part, each share of the capital stock of Colony shall be canceled, and the issued and outstanding shares of Cove shall remain issued, outstanding and unchanged. No additional shares of Cove will be issued in connection with the Merger.

IN WITNESS WHEREOF, the undersigned directors have adopted this Plan of Merger as of the date first above written.


Herbert Hirsch


Harvey Birdman


Diane Birdman


Louis Birdman