



THE UNITED STATES
CORPORATION
COMPANY

995000075103

FILED
98 AUG 18 PM 3:32
SECRET
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 930104 3487A

AUTHORIZATION :

Patricia Pysht

COST LIMIT : \$ 122.50

ORDER DATE : August 17, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 930104-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Laurie Wright
Icard Merrill Cullis Timm
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

RECEIVED
98 AUG 18 AM 11:36
DIVISION OF CORPORATION

ARTICLES OF MERGER

LONGBEACH II, INC.

200002618822--5

INTO

LONGBEACH I, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

Don
8/18/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

LONGBEACH II, INC., a Florida corporation P95000075105

INTO

LONGBEACH I, INC., a Florida corporation, P95000075103

File date: August 18, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
OF
LONGBEACH II, A FLORIDA CORPORATION
INTO
LONGBEACH I, A FLORIDA CORPORATION

98 AUG 18 PM 3:32
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), LONGBEACH I, INC. ("Longbeach I") and LONGBEACH II, INC. ("Longbeach II") adopt the following Articles of Merger:

1. The Plan and Agreement of Merger dated July 7, 1988 ("Plan of Merger"), between Longbeach I and Longbeach II was approved and adopted by the shareholders of Longbeach II on July 7, 1988, and was adopted by the Board of Directors of Longbeach I on July 7, 1988, since shareholder approval of the Plan of Merger is not required by the shareholders of Longbeach I by Section 607.1103(7)/Section 607.1103(1) of the Act.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Longbeach II's stock will be acquired by means of a merger of Longbeach II into Longbeach I with Longbeach I being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 7th day of July, 1998.

Witnesses:

Frank Folsom Smith
Karen J. Stenslie

Frank Folsom Smith
Karen J. Stenslie

LONGBEACH I, INC.,
a Florida corporation

By: Frank Folsom Smith
Frank Folsom Smith,
Its President

LONGBEACH II, INC.,
a Florida corporation

By: Frank Folsom Smith
Frank Folsom Smith,
Its President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 13TH
day of July, 1998, by Frank Folsom Smith as
President of Longbeach I, Inc., a Florida corporation, and
Longbeach II, Inc. on behalf of the corporations. He is personally
known to me or has produced _____ as
identification.

Karen J. Stershic

Notary Public
State of Florida at Large
My Commission Expires:

F:\USERS\FTH\S\SMITH.FF\CONRAD\MERGER.ART



Karen J. Stershic
MY COMMISSION # CC529027 EXPIRES
March 31, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is dated July 7, 1998, by and between LONGBEACH I, INC. ("Longbeach I") and LONGBEACH II, INC. ("Longbeach II").

WITNESSETH:

WHEREAS, Longbeach I is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Longbeach II is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Longbeach I and Longbeach II have agreed that a statutory merger shall be effectuated so that Longbeach II shall merge into Longbeach I upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties and representations contained in this Agreement and in order to consummate the transaction described above, Longbeach I and Longbeach II, the constituent corporations to this Agreement, agree as follows:

1. Longbeach I and Longbeach II agree that Longbeach II shall be merged into Longbeach I, as a single corporation, upon the terms and conditions of this Agreement and that Longbeach I shall continue under the laws of the State of Florida as the surviving corporation (the "surviving corporation"), and they further agree as follows:

(a) The articles of incorporation of the surviving corporation will not differ its articles before the merger. The purpose, the registered agent, the address of the registered office, number of directors and the capital stock of the surviving corporation shall be as appears in the Articles of Incorporation of Longbeach I as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. The terms and provisions of the Articles of Incorporation of Longbeach I are incorporated in this Agreement.

(b) The Bylaws of Longbeach I in effect on the effective date shall be the Bylaws of the surviving corporation until they shall be altered, amended or repealed or until new Bylaws are adopted as provided in them.

(c) The persons who upon the effective date of the merger shall constitute the Board of Directors of the surviving corporation shall be the persons constituting the Board of Directors of Longbeach I on the effective date. If on the

effective date of the merger any vacancy exists on the Board of Directors of the surviving corporation, that vacancy may be filled in the manner provided in the Bylaws of the surviving corporation.

(d) The persons who upon the effective date of the merger shall constitute the officers of the surviving corporation shall be the persons constituting the officers of Longbeach I on the effective date.

2. This Agreement shall be approved by the Boards of Directors of Longbeach I and Longbeach II ("the constituent corporations") and submitted to the shareholders of Longbeach II for their consent and approval as required by the Florida Business Corporation Act on the date hereof and, if it is adopted and approved in accordance with applicable law, as promptly as practicable thereafter, this Agreement and appropriate Articles of Merger shall be signed and acknowledged and necessary filings shall be accomplished pursuant to the laws of the State of Florida. The merger of Longbeach II into Longbeach I shall become effective once the necessary filing has been accomplished. The date on which the merger of Longbeach II into Longbeach I becomes effective is referred to in this instrument as the "effective date" of the merger.

3. When this Agreement shall have been approved and signed and necessary filings completed, the separate existence of Longbeach II shall cease and Longbeach II shall be merged into the surviving corporation in accordance with this Agreement, and the surviving corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all and singular the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations of each of the constituent corporations; and all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account as well for stock subscriptions as all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registrations and every other interest thereafter shall be as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate, whether vested by deed or otherwise in either of the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens upon the property of any of the constituent corporations shall be preserved unimpaired; and all debts, liabilities and duties of the constituent corporations shall

then attach to the surviving corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. Since the shareholders of each of the constituent corporations are identical, and since each shareholder has the identical number of shares in each of the constituent corporations, with identical designations, preferences, limitations, and relative rights, in each of the constituent corporations, each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. On the effective date each share of common stock of Longbeach II, par value \$1.00 per share ("Longbeach II stock") issued and outstanding immediately before the effective date, by virtue of the merger and without any action on the part of the holder of shares of Longbeach II stock, shall be canceled. Each issued and outstanding share of common stock, par value \$1.00 per share, of Longbeach I ("Longbeach I stock") shall continue as one share of common stock, par value \$1.00 per share, of the surviving corporation.

5. All shares of Longbeach I stock remaining following the cancellation of the Longbeach II stock shall be deemed to have been maintained in full satisfaction of all rights pertaining to the canceled Longbeach II stock. Unless the merger is abandoned, the holders of certificates formerly representing shares of Longbeach II stock outstanding immediately before the effective date shall cease on the effective date to be shareholders of Longbeach II stock and shall have no rights with respect to the Longbeach II stock except the right to continue as an owner of the Longbeach I stock remaining following the cancellation of the Longbeach II stock.

6. Longbeach I and Longbeach II shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

7. Prior to and from and after the effective date the constituent corporations shall take all action necessary or appropriate in order to effectuate the merger. In case at any time after the effective date the surviving corporation shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable to vest in the surviving corporation full title to all properties, assets, rights, privileges and franchises of Longbeach II, the officers and directors of the constituent corporations shall execute and deliver all instruments and take all action the surviving corporation may determine to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of all those properties, assets, privileges and franchises, and otherwise to carry out the purposes of this Agreement.

8. This Agreement is made pursuant to Florida law and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon Longbeach I and Longbeach II, and their respective successors and assigns; nothing in this Agreement, expressed or implied, is intended to confer upon any other person any rights or remedies upon or by reason of this Agreement.

IN WITNESS WHEREOF, the constituent corporations, Longbeach I and Longbeach II, acting by and through their duly authorized officers, have signed this Plan and Agreement of Merger this 7th day of July, 1998.

Longbeach I, INC.

By: Frank Folsom Smith
Frank Folsom Smith,
Its President

Longbeach II, INC.

By: Frank Folsom Smith
Frank Folsom Smith,
Its President

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