

P97000089764

GOLDEN KEY, INC.
P.O. BOX 607
AVON PARK, FL 33826
(941)453-2333

800002722838--8
-12/28/98--01022--001
*****27.25 *****27.25

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*****43.75 *****43.75

RECEIVED
98 DEC 14 AM 8:33
DIVISION OF CORPORATIONS

EFFECTIVE DATE
12/20/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 3:23

merger

sf

12/28/98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GOLDEN KEY MORTGAGE, INC., a FL corp., #P97000089789

INTO

GOLDEN KEY REALTY, INC. which changed its name to

GOLDEN KEY REALTY & MORTGAGE INC., a Florida corporation,
P95000089764.

File date: December 14, 1998 , effective December 20, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Golden Key Realty, Inc

State of Florida

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Golden Key Mortgage, Inc

State of Florida

EFFECTIVE DATE

12/20/98

FILED STATE
SECRETARY OF CORPORATIONS
98 DEC 14 PM 3:23

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12/20/98 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/10/98 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/10/98 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Golden Key Realty, Inc James W Wood James W Wood Pres
Golden Key Mortgage, Inc James W Wood James W Wood Pres

Golden Key Mortgage, Inc. James W Wood James W Wood Pres

PLAN OF MERGER**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

NameJurisdictionGolden Key Realty, Inc.State of Florida

Second: The name and jurisdiction of each merging corporation are:

NameJurisdictionGolden Key Mortgage, Inc.State of Florida

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

Golden Key Realty, Inc. is the surviving corporation and shall pay all cost relating to merger.

Golden Key Realty, Inc. will purchase all assets and good will of Golden Key Mortgage, Inc. for a price of \$1,000,000.

The registered office will remain to be that of the surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The 50 shares of Golden Key Mortgage, Inc. will be cancelled and no shares of Golden Key Realty will be issued in respect there, and the capital of Golden Key Mortgage, Inc. will be reduced by \$50,000 the amount represented by said shares of stock.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NAME change from Golden Key Realty, Inc to
Golden Key Realty + Mortgage Inc.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Golden Key Realty + Mortgage Inc
will file with the State of Florida
a DBA of Golden Key