

CT CORPORATION SYSTEM

CORPORATION(S) NAME

PA5000096735

GMHCP-BSA, LLC

merged into: College Park Management, Inc.

600004438996--7
-06/25/01--01080--009
*****60.00 *****60.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

6/25/01

Order#: 4611263

Ref#:

Amount: \$

APPROVED
AND
FILED

01 JUN 26 PM 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUN 25 AM 11:50

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 25, 2001

CT CORPORATION SYSTEM

SUBJECT: COLLEGE PARK MANAGEMENT, INC.
Ref. Number: P95000096735

We have received your document for COLLEGE PARK MANAGEMENT, INC. and check(s) totaling \$60.00. However, your check(s) and document are being returned for the following:

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Trevor Brumbley
Document Specialist

Letter Number: 901A00038304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GHMCP-BSA, LLC, A NON-QUALIFIED DELAWARE ENTITY

INTO

COLLEGE PARK MANAGEMENT, INC., a Florida entity, P95000096735.

File date: June 26, 2001

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER
OF
GMHCP-BSA, LLC
(a Delaware limited liability company)
INTO
COLLEGE PARK MANAGEMENT, INC.
(a Florida corporation)

Pursuant to the provisions of Section 607.1107 and 607.1109 of the Florida Business Corporation Act, the undersigned business entities do hereby make and execute these Articles of Merger for the purpose of merging GMHCP-BSA, LLC, a Delaware limited liability company, into College Park Management, Inc., a Florida corporation (the "Merger"):

(a) The Agreement and Plan of Merger is as follows:

1. The name of each corporation to be merged is GMHCP-BSA, LLC, a Delaware limited liability company, and College Park Management, Inc., a Florida corporation. The name of the surviving corporation is College Park Management, Inc.

2. At the time the Merger is effective (the "Effective Time"), the interest in GMHCP-BSA, LLC of its member shall be converted into \$10 and extinguished by virtue of the Merger and without any action by the member.

(b) The Effective Date of the Merger shall be the date of the filing of these Articles of Merger.

(c) The date of adoption of the Agreement and Plan of Merger by the member of GMHCP-BSA, LLC was June 22, 2001.

(d) The date of adoption of the Agreement and Plan of Merger by the shareholders of College Park Management, Inc. was June 22, 2001.

[Signature Page Follows]

01 JUN 20 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be
duly executed this June 22, 2001.

COLLEGE PARK MANAGEMENT, INC.

By: Bruce Robinson
Name: **Bruce Robinson**
Title: V. President

GMHCP-BSA, LLC

By: Bruce Robinson
Name: **Bruce Robinson**
Title: Vice President

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER**OF****GMHCP-BSA, LLC**
(a Delaware limited liability company)**WITH AND INTO****COLLEGE PARK MANAGEMENT, INC.**
(a Florida corporation)

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is dated as of June 22, 2001, by and between GMHCP-BSA, LLC, a Delaware limited liability company, and COLLEGE PARK MANAGEMENT, INC., a Florida corporation.

RECITALS

The member of GMH-BSA, LLC and the shareholder and Board of Directors of College Park Management, Inc. have approved and adopted resolutions approving and adopting this Agreement in accordance with the Delaware Limited Liability Company Act ("DLLCA") and the Florida Business Corporation Act ("FBCA"), respectively.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. GMHCP-BSA, LLC and College Park Management, Inc. shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of Agreement.
2. Merger. At the Effective Time (as defined in Section 3 hereof), GMHCP-BSA, LLC shall be merged with and into College Park Management, Inc. College Park Management, Inc., as it exists from and after the Effective Time, is sometimes hereinafter referred to as the "Surviving Entity."
3. Filing and Effective Time. A certificate of merger (the "Certificate of Merger") and such other documents and instruments as are required by, and complying in all respects with, the FBCA, shall be filed with the appropriate state officials of the State of Florida. The Merger shall become effective at the time of filing of the Certificate of Merger with the Secretary of State of the State of Florida, or such later time as is mutually agreed upon by the parties hereto and set forth in the Certificate of Merger (the "Effective Time").
4. Effect of Merger. At the Effective Time, the separate existence of GMHCP-BSA, LLC shall cease, the Surviving Entity shall continue its existence as a Florida corporation surviving the Merger, and the Merger shall have the effects provided therefor by the FBCA.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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5. Conversion of Interest. At the Effective Time, the interest in GMHCP-BSA, LLC of its member shall be converted into \$10 and extinguished by virtue of the Merger and without any action by the member.

6. Certificate of Incorporation, Bylaws, Directors and Officers. The Certificate of Incorporation, Bylaws, Directors and Officers of the Surviving Entity from and after the Effective Time shall be the Certificate of Incorporation and Bylaws of College Park Management, Inc. until thereafter amended in accordance with the provisions therein and as provided by the FBLA and the Directors and Officers of College Park Management, Inc. until their respective successors are duly elected and qualified or until their earlier resignation or removal.

7. Further Assurances. If at any time the Surviving Entity, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Entity its rights, title or interest in, to or under any of the rights, properties or assets of GMHCP-BSA, LLC acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Agreement, GMHCP-BSA, LLC and its proper officers shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Entity and otherwise to carry out the purposes of this Agreement; and the officers of the Surviving Entity are fully authorized in the name of GMHCP-BSA, LLC or otherwise to take any and all such action.

8. Amendment or Termination. Notwithstanding approval of this Agreement by the member of GMH-BSA, LLC and the shareholder and Board of Directors of College Park Management, Inc., this Agreement may be amended or terminated at any time prior to the Effective Time by action of the member of GMH-BSA, LLC and the Board of Directors of College Park Management, Inc.; provided, however, that this Agreement may not be amended or terminated in any manner which is then prohibited by law.

9. Counterparts. This Agreement may be signed in any number of counterparts, each of which will be an original, with the same effect as if the signatures hereto were upon the same instrument.

10. Governing Law. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of the State of Delaware, without regard to principles of conflict of laws.

[Signature Page Follows]

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01 JUN 26 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions approved and adopted by their respective governing entities, have duly executed this Agreement and Plan of Merger as of the date first appearing above.

GMHCP-BSA, LLC

By: Bruce Robinson
Name: **Bruce Robinson**
Title: **Vice President**

COLLEGE PARK MANAGEMENT, INC.

By: Bruce Robinson
Name: **Bruce Robinson**
Title: **Vice President**

AGREED AND CONSENTED TO:

Gary M. Holloway
Gary M. Holloway

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AND
FILED
01 JUN 20 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA