

P96000005707

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

BLUES HEAVEN RENDEVOUS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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*Handwritten signature/initials*  
5/14/2002 9:13 AM

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BEACH AREA PROPERTIES, INC., a Florida corporation, document number  
P99000106024

INTO

**BLUES HEAVEN RENDEVOUS, INC.**, a Florida entity, P96000005707

File date: May 15, 2002

Corporate Specialist: Karen Gibson

05/15/02 WED 10:04 FAX 3219844122

Gray Harris Robinson PA  
PAGE 171 RightFax

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 14, 2002

BLUES HEAVEN RENDEVOUS, INC.  
315 W. COCOA BEACH CSWY  
COCOA BEACH, FL 32931US

SUBJECT: BLUES HEAVEN RENDEVOUS, INC.  
REF: P96000005707

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

IN ORDER FOR A CORPORATION TO MERGE, ITS STATUS MUST BE ACTIVE. THE RECORDS OF THIS OFFICE SHOW "BEACH AREA PROPERTIES, INC." TO BE A DISSOLVED CORPORATION, IT WAS ADMINISTRATIVELY DISSOLVED AS OF 9/21/2001 FOR FAILURE TO FILE THE 2001 UNIFORM BUSINESS REPORT. IF YOU NEED INFORMATION ON REINSTATING CALL 850 245-6059.

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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: E02000138227  
Letter Number: 102A00030556

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF MERGER  
BY AND BETWEEN**

**BLUES HEAVEN RENDEVOUS, INC.**

**AND**

**BEACH AREA PROPERTIES, INC.**

**FILED**  
02 MAY 15 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THESE ARTICLES OF MERGER** (the "Articles of Merger") have been adopted by (i) Blues Heaven Rendevous, Inc., a Florida corporation and (ii) Beach Area Properties, Inc., a Florida corporation, as follow:

(1) Blues Heaven Rendevous, Inc., and Beach Area Properties, Inc., have adopted an Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A" and made a part hereof.

(2) The name of the surviving corporation is Blues Heaven Rendevous, Inc., a Florida corporation.

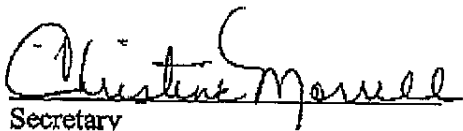
(3) The merger of the undersigned corporations shall become effective on the date these Articles of Merger are filed with the Department of State for the State of Florida (the "Effective Date").

(4) The Plan of Merger was adopted by the Boards of Directors both Blues Heaven Rendevous, Inc. and Beach Area Properties, Inc. on the 2 day of April, 2002 and recommended to the shareholders of both corporations.

(5) The Plan of Merger was approved by a unanimous vote of the shareholders of both Blues Heaven Rendevous, Inc. and Beach Area Properties, Inc. on the 2 day of April, 2002.

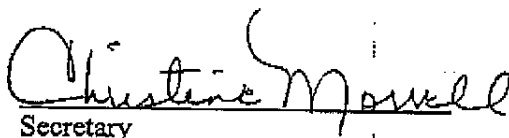
**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Merger by their duly authorized officers as of the 2 day of April, 2002.

**ATTEST:**

  
Secretary

**BLUES HEAVEN RENDEVOUS, INC., a  
Florida corporation**

By:   
FRANK MORRELL, President

  
Secretary

**BEACH AREA PROPERTIES, INC., a  
Florida corporation**

By:   
FRANK MORRELL, President

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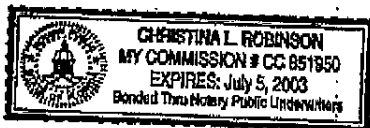
STATE OF FLORIDA

COUNTY OF Brevard

) SS:

Before me, the undersigned, a Notary Public, appeared Frank Morrell, who acknowledged himself to be the President of Blues Heaven Rendevous, Inc., a Florida corporation, and who executed the foregoing instrument for the above-described purposes on behalf of said corporation and who [X] is personally known to me or [ ] produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I place my hand and seal this 2 day of April, 2002.



Christina L. Robinson  
Notary Public, State of Florida  
My commission expires: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF Brevard

) SS:

Before me, the undersigned, a Notary Public, appeared Frank Morrell, who acknowledged himself to be the President of Beach Area Properties, Inc., a Florida corporation, and who executed the foregoing instrument for the above-described purposes on behalf of said corporation and who [X] is personally known to me or [ ] produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I place my hand and seal this 2 day of April, 2002.



Christina L. Robinson  
Notary Public, State of Florida  
My commission expires: \_\_\_\_\_

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement and Plan of Merger") is made as of the 2 day of April, 2002 by and between (i) Beach Area Properties, Inc., a Florida corporation (hereinafter sometimes referred to as the "Disappearing Corporation") and (ii) Blues Heaven Rendezvous, Inc., a Florida corporation (hereinafter sometimes referred to as the "Surviving Corporation").

**WITNESSETH:**

**WHEREAS**, the Disappearing Corporation wishes to merge (the "Merger") into the Surviving Corporation pursuant to §607.1103, Florida Statutes.

**NOW, THEREFORE**, the parties hereto, in consideration of the mutual covenants and agreements contained in this Agreement and Plan of Merger, agree as follows:

(1) Agreement to Merge. Subject to the terms and conditions contained in this Agreement and Plan of Merger, effective on the date Articles of Merger are filed with the Florida Department of State (the "Effective Date"), Beach Area Properties, Inc. shall be merged into Blues Heaven Rendezvous, Inc., which shall survive the Merger. The Merger shall have the effects provided in §607.1104, Florida Statutes.

(2) Name of Surviving Corporation. The name of the Surviving Corporation shall be Blues Heaven Rendezvous, Inc.

(3) Principal Office of Surviving Corporation. The principal office of the Surviving Corporation shall continue to be at 1579 <sup>or for</sup> Stafford Avenue, Merritt Island, Florida 32952.

(4) Cancellation of Shares. The Board of Directors and the Shareholders of Disappearing Corporation shall, upon the Effective Date, have no further right or authority to manage or control the activities of Disappearing Corporation provided, however, that the Board of Directors, individual Directors and/or officers of Disappearing Corporation shall be authorized, empowered and directed to take any and all steps necessary, appropriate or desirable after the Effective Date including, without limitation, the execution of any documents, to implement this Agreement and Plan of Merger and the transfers of assets and liabilities of the Disappearing Corporation. All of the issued and outstanding shares of the Disappearing Corporation shall be canceled as of the Effective Date and each share of the Surviving Corporation shall continue in full force and effect.

(5) Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall be those in effect immediately prior to the Effective Date.

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(6) By-Laws of the Surviving Corporation. The By-Laws of the Surviving Corporation shall be those in effect immediately prior to the Effective Date.

(7) Officers. The respective officers of the Surviving Corporation shall continue in their place and capacity as the respective officers of the Surviving Corporation.

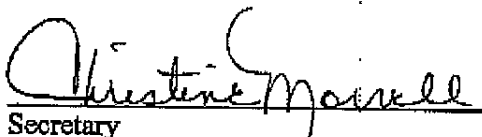
(8) Governing Law. This Agreement and Plan of Merger shall be governed, construed and interpreted pursuant to the laws of the State of Florida.

(9) Entire Agreement: Amendment. This Agreement and Plan of Merger constitutes the entire agreement between the parties hereto and supersedes any prior agreement, whether oral or written. This Agreement and Plan of merger may be amended only through a written instrument signed by duly authorized and empowered officers of both parties hereto.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger by their duly authorized officers as of the 2 day of April, 2002.

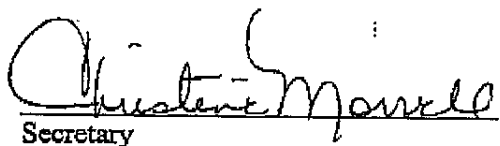
ATTEST:

BLUES HEAVEN RENDEVOUS, INC., a  
Florida corporation

  
Secretary

By   
FRANK MORRELL, President

BEACH AREA PROPERTIES, INC., a  
Florida corporation

  
Secretary

By   
FRANK MORRELL, President

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