

03/05/96 10:54 FAX

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3/5/96

FLORIDA DIVISION OF CORPORATIONS

10:53 AM

PUBLIC ACCESS SYSTEM

((H96000003086))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
KANTOR &

FROM: LOWNDES, DROSDICK, DOSTER,

DEPARTMENT OF STATE

215 N BOLA DR

STATE OF FLORIDA

409 EAST GAINES STREET

ORLANDO FL 32801-

TALLAHASSEE, FL 32399

CONTACT: PATTIE M CALLAHAN

FAX: (904) 922-4000

PHONE: (407) 843-4600

FAX: (407) 423-4493

((H96000003086))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

P.A.

NAME: LAKE NONA ESTATES I, INC.

FAX AUDIT NUMBER: H96000003086

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/05/1996

TIME REQUESTED: 10:53:10

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

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ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072720000036

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*3/5*

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ARTICLES OF INCORPORATION  
OF  
LAKE NONA ESTATES I, INC.

FILED  
95 MAR -5 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is LAKE NONA ESTATES I, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 215 North Eola Drive, Orlando, Florida 32801.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of TEN CENTS (\$0.10) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Barry L. Goff.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Vivienne Silverton

215 North Eola Drive  
Orlando, Florida 32801

255398/CALLAHPM

This document was prepared by:  
Barry L. Goff, Esq.

Florida Bar Number: 658261  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

H96000003086

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Ramesh H. Thakkar

215 North Eola Drive  
Orlando, Florida 32801

Jefferson R. Voss

215 North Eola Drive  
Orlando, Florida 32801

**ARTICLE VI - INCORPORATOR**

The name and address of the person signing these Articles are as follows:

Barry L. Goff

215 North Eola Drive  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of March, 1996.

  
Barry L. Goff, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of LAKE NONA ESTATES I, INC.

  
Barry L. Goff

**WAIVER OF SUBSCRIPTION RIGHTS**

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of LAKE NONA ESTATES I, INC.

  
Barry L. Goff

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TALLAHASSEE, FLORIDA

P96000020212

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

LAKE NONA EAST PROPERTY HOLDINGS, INC., a Florida corporation,  
P96000020208

INTO

LAKE NONA ESTATES I, INC., a Florida corporation, P96000020212

File date: December 31, 1996

Corporate Specialist: Steven Harris

P96000020212

12/31/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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((H96000018251 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: LOWMEYER, DROSDICK, DOSTER, KANTOR & REED, P.  
CONTACT: PATTIE M CALLAHAN  
PHONE: (407) 843-4600

ACCT#: 072720000036

FAX #: (407) 423-4495

NAME: LAKE NONA ESTATES I, INC.

AUDIT NUMBER.....H96000018251

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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Huger

96 DEC 31 PM 3: 21

SECRETARY OF STATE

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**LAKE NONA EAST PROPERTY HOLDINGS, INC., a Florida corporation,  
P96000020208**

**INTO**

**LAKE NONA ESTATES I, INC., a Florida corporation, P96000020212**

**File date: December 31, 1996**

**Corporate Specialist: Steven Harris**

ARTICLES OF MERGER  
MERGING  
LAKE NONA EAST PROPERTY HOLDINGS, INC.,  
A FLORIDA CORPORATION  
INTO  
LAKE NONA ESTATES I, INC.,  
A FLORIDA CORPORATION

HB0000018251

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Pursuant to Sections 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following articles of merger for the purposes of merging the undersigned corporations.

1. The name of the corporations which are parties to the merger are LAKE NONA EAST PROPERTY HOLDINGS, INC. (the "Merging Corporation") and LAKE NONA ESTATES I, INC. (the "Surviving Corporation").
2. The name of the Surviving Corporation is LAKE NONA ESTATES I, INC.
3. The Articles of Incorporation of the Surviving Corporation shall be unchanged by the merger and shall be the Articles of Incorporation of the Surviving Corporation.
4. On December 31, 1996, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act. The plan of merger, pursuant to Sections 607.1101 and 607.1105 of the Act, is as follows:
  - (1) On the Effective Time (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation in a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the Surviving Corporation.
  - (2) The terms and conditions of the Merger are as follows:

This document was prepared by:

Matthew R. O'Kane, Esq.

Florida Bar Number: 894516  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

(Rev. 12/31/96 - 12:15 pm)

HB0000018251

(A) The Surviving Corporation shall continue the corporate existence of the Surviving Corporation under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger, and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(B) The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

(C) The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(D) The directors and officers of Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(3) The manner of converting or exchanging the shares of each of the parties to the Merger shall be as follows:

(A) Each share of the voting common stock of Merging Corporation issued and outstanding as of the Effective Time, by virtue of the Merger and as of the Effective Time, shall be converted into and become, without action on the part of the holder



thereof, the right to receive one share of the voting common stock of Surviving Corporation.

(B) At and after the Effective Time, each holder of voting common stock of the Merging Corporation, upon presentation and surrender of a certificate or certificates therefore to Surviving Corporation, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's common stock to which he or it is entitled as provided in Section (3) (A) hereof. Until so presented and surrendered in exchange for a certificate representing voting common stock of Surviving Corporation, each certificate which represented issued and outstanding shares of voting common stock of the Merging Corporation as of the Effective Time, shall be deemed for all purposes to evidence ownership of the number of shares of voting common stock of the Surviving Corporation into which such shares of voting common stock of the Merging Corporation have been converted pursuant to the Merger. Until surrender of such certificates in exchange for certificates representing voting common stock of the Surviving Corporation, the holder thereof shall not be entitled to vote at any meeting of stockholders of the Surviving Corporation or to receive dividends or other distributions, if any, payable to holders of shares of the voting common stock of Surviving Corporation; provided, however that upon such surrender of such certificates representing voting common stock of Merging Corporation in exchange for certificates representing voting common stock of the Surviving Corporation, there shall be paid to the record holder of the certificate of voting common stock of the Surviving Corporation issued upon such surrender the amount of dividends or other distributions (without interest) which theretofore became payable with respect to the number of shares of voting common stock of the Surviving Corporation represented by the certificate issued upon such surrender.

(4) The Merger shall become effective upon the date and time of the filing of these Articles of Merger in the Office of the Secretary of State of the State of Florida (the "Effective Time").

5. Pursuant to the applicable provisions of the Act, the Board of Directors of the Merging Corporation and the sole shareholder thereof adopted a Plan of Merger on December 31, 1996, and the Board of Directors of

Surviving Corporation and the sole shareholder thereof adopted a Plan of Merger on December 31, 1996.

6. Pursuant to the Plans of Merger, on the date these Articles are filed in the Office of the Secretary of State of the State of Florida, the effective date of the merger, all issued and outstanding shares of the Merging Corporation, shall be surrendered by the sole shareholder thereof to the Surviving Corporation and cancelled.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be signed IN their corporate names by their respective officers, duly authorized this 31st day of December, 1996.

LAKE NONA EAST PROPERTY  
HOLDINGS, INC., a  
Florida Corporation

By:   
JEFFERSON H. VOSS,  
its Secretary  
"MERGING CORPORATION"

LAKE NONA ESTATES I, INC., a  
Florida Corporation

By:   
JEFFERSON R. VOSS,  
its Treasurer  
"SURVIVING CORPORATION"

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