

P96000056441

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CERTIFIED TAX ATTORNEY  
FLORIDA BAR BOARD OF  
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January 13, 1999

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-01/14/99--01049--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Corporate Division - Merger  
State Capitol Building  
Tallahassee, FL 32301

RE: Articles of Merger

Ladies and Gentlemen:

Enclosed is our firm check in the amount of \$122.50 which represents the filing fees of \$35.00 for each of the two (2) Constituent Corporations totaling \$70.00 and \$52.50 for a certified copy of the Articles of Merger.

ISLAND HOTEL (CEDAR KEY), INC. a Florida Professional Service Corporation and HAMLET HOLDINGS (CEDAR KEY), INC., a Florida Corporation, have adopted these Articles of Merger, wherein ISLAND HOTEL (CEDAR KEY), INC. will be merged into HAMLET HOLDINGS (CEDAR KEY), INC. ISLAND HOTEL (CEDAR KEY), INC. will terminate its existence as a Florida Professional Service Corporation. Therefore, the surviving Corporation will be HAMLET HOLDINGS (CEDAR KEY), INC.

If you have any questions, need additional information or if there is a problem with any of the enclosed, please call me immediately so that it can be taken care of, rather than sending it all back to me.

Sincerely,

WMT 2821

Walter M. Tovkach  
Walter M. Tovkach

WMT:kat  
Enclosure

FILED  
99 JAN 14 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
(KAT)  
Merger  
WMT

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ISLAND HOTEL (CEDAR KEY), INC., a Florida corporation, document number  
P96000056444

INTO

HAMLET HOLDINGS (CEDAR KEY), INC., a Florida corporation,  
P96000056441

File date: January 14, 1999

Corporate Specialist: Karen Gibson

## ARTICLES OF MERGER

This Agreement is made this 23rd day of December, 1998, by and between ISLAND HOTEL (CEDAR KEY), INC., a Florida corporation, and HAMLET HOLDINGS (CEDAR KEY), INC., a Florida corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that ISLAND HOTEL (CEDAR KEY), INC., a Florida corporation, ("the disappearing corporation") be merged into HAMLET HOLDINGS (CEDAR KEY), INC., a Florida corporation, ("the surviving corporation") under the laws of the State of Florida in the manner provided therefore pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act.

NOW THEREFORE, in consideration of the premises and of the mutual agreement herein contained the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

## AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the disappearing corporations shall be merged into the surviving corporation.

### NAME OF THE SURVIVING CORPORATION

2. The name of the surviving corporation shall be HAMLET HOLDINGS (CEDAR KEY), INC.

### PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Florida where the principal office of the surviving corporation is to be located is 373 2<sup>nd</sup> Street, Cedar Key, Florida, 32625, Levy County.

### PURPOSE OF SURVIVING CORPORATION

4. The purposes of the surviving corporation is to engage in any lawful act or activity for which a corporation may be formed under the provisions of Section 607.1101 of the Florida General Corporation Act.

### AUTHORIZED SHARES OF SURVIVING CORPORATION

5. The present number of shares of ISLAND HOTEL (CEDAR KEY), INC., a Florida corporation, the disappearing corporation, is authorized to issue is Seven Thousand Five Hundred (7,500) shares of one (\$1.00) dollar par common stock of which One Thousand (1000) shares are now issued and outstanding. The present number of shares which HAMLET HOLDINGS (CEDAR KEY), INC., a Florida corporation, the surviving corporation, is authorized to issue is Seven Thousand Five Hundred (7,500) shares of One (\$1.00) dollar par common stock, of which Two Thousand (2,000) shares are now issued and outstanding.

### FIRST OFFICERS AND DIRECTORS

6. The first directors of the surviving corporation shall be DAWN M. FISHER and ANTHONY D. COUSINS. DAWN M. FISHER and ANTHONY D. COUSINS shall serve until the next annual election of directors unless removed sooner at a duly called meeting of shareholders. The first officers of the surviving corporation shall be DAWN M. FISHER, as President, and ANTHONY D. COUSINS, as Secretary.

### NAME AND RESIDENT AGENT OF CORPORATION

7. ANTHONY D. COUSINS, 373 2<sup>nd</sup> Street, Cedar Key, Florida, 32625, Levy County, in which the principal office of the surviving corporation is located, shall be, and hereby is appointed as the person on whom process, tax notices and demands against HAMLET HOLDINGS (CEDAR KEY), INC., or any of said Constituent Corporations, may be served.

### MODE OF EFFECTING MERGE

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporations into shares of the surviving corporation, shall be as follows:

The shareholders of the disappearing corporations shall surrender their certificate or certificates to the surviving corporation on December 31, 1998 (being the effective date of this Agreement). Upon surrender to the surviving corporation of the respective certificates for the outstanding shares of the disappearing corporations, there shall be issued to the respective holder hereof, in substitution therefore, forty-two (42) shares of the surviving corporation.

### REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION; POOLING OF INTEREST

9. The assets of the disappearing corporations shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

### ARTICLES OF INCORPORATION

10. The Articles of Incorporation HAMLET HOLDINGS (CEDAR KEY), INC., shall continue to be the Articles of the surviving corporation, until, amended as provided by law.

### BY-LAWS

11. The By-Laws of HAMLET HOLDINGS (CEDAR KEY), INC., shall be the By-Laws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

12. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholders and the shareholders desiring to sell such shares to the corporation.

EFFECTIVE DATE OF MERGER

13. This merger shall become effective as of December 31, 1998. The term "effective date," wherever used in this Plan of Merger, shall mean the effective date herein described.

DIRECTORS' RIGHT TO ABANDON MERGER

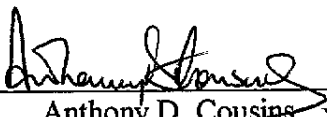
14. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of these Articles of Merger.

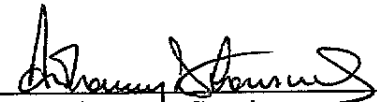
EXECUTION

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

ATTESTED:

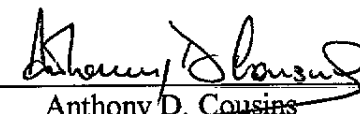
ISLAND HOTEL (CEDAR KEY), INC.

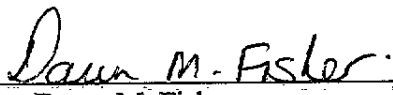
By:   
Anthony D. Cousins  
Secretary

By:   
Anthony D. Cousins  
President

ATTESTED:

HAMLET HOLDINGS (CEDAR KEY), INC.

By:   
Anthony D. Cousins  
Secretary

By:   
Dawn M. Fisher  
President

CERTIFICATE

WE, Dawn M. Fisher, as President and Anthony D. Cousins, as Secretary of HAMLET HOLDINGS (CEDAR KEY), INC., do hereby certify:

1. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the Directors of HAMLET HOLDINGS (CEDAR KEY), INC., consented in writing on 12-23-98, to the adoption of the foregoing Articles of Merger.

2. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the stockholders of HAMLET HOLDINGS (CEDAR KEY), INC., consented in writing on 12-23-98, to the adoption of the foregoing Articles of Merger and authorized the President and Secretary of HAMLET HOLDINGS (CEDAR KEY), INC. to execute said Articles on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of December, 1998.

HAMLET HOLDINGS (CEDAR KEY), INC.

By: Dawn M. Fisher  
Dawn M. Fisher,  
President

ATTEST:

By: Anthony D. Cousins  
Anthony D. Cousins,  
Secretary

(SEAL)

CERTIFICATE

I, ANTHONY D. COUSINS, as President and Secretary of ISLAND HOTEL (CEDAR KEY), INC. do hereby certify:

1. That pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, all of the Directors of ISLAND HOTEL (CEDAR KEY), INC. consented in writing on 12-23-98, to the adoption of the foregoing Articles of Merger.

2. That pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, all of the stockholders of ISLAND HOTEL (CEDAR KEY), INC. consented in writing on 12-23-98, to the adoption of the foregoing Articles of Merger and authorized the President and Secretary of ISLAND HOTEL (CEDAR KEY), INC. to execute said Articles on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand this 23 day of December 1998.

ISLAND HOTEL (CEDAR KEY), INC.

By: Anthony D. Cousins  
Anthony D. Cousins,  
President

ATTESTED:

By: Anthony D. Cousins  
Anthony D. Cousins  
Secretary

(SEAL)

APPROVAL BY DIRECTORS

This agreement of merger of the undersigned corporations was adopted pursuant to Section 607.1101 of the Florida General Corporation Act.

EFFECTIVE DATE

The merger of the undersigned corporations will become effective December 31, 1998.



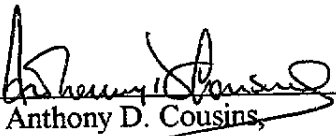
ADOPTION OF PLAN OF MERGER


The shareholders of HAMLET HOLDINGS (CEDAR KEY), INC., adopted the plan of merger on 12-23-98. The shareholders of ISLAND HOTEL (CEDAR KEY), INC., adopted the plan of merger on 12-23-98.

Dated: 23rd December 1998

ATTESTED:

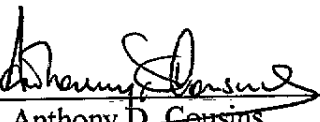
HAMLET HOLDINGS (CEDAR KEY), INC.

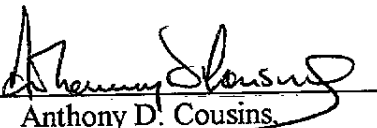
By:   
Anthony D. Cousins,  
Secretary

By:   
Dawn M. Fisher,  
President

ATTESTED:

ISLAND HOTEL (CEDAR KEY), INC.

By:   
Anthony D. Cousins,  
Secretary

By:   
Anthony D. Cousins,  
President

ACKNOWLEDGMENTS

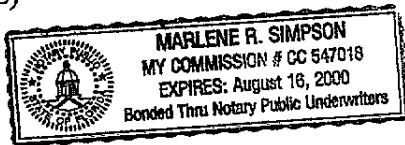
STATE OF FLORIDA

COUNTY OF LEVY

I HEREBY CERTIFY that on Dec. 23 1998, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared DAWN FISHER, as President, and ANTHONY D. COUSINS, as Secretary of HAMLET HOLDINGS (CEDAR KEY), INC., a Florida corporation, and acknowledged before me that they executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of December, 1998.

(SEAL)



Marlene R. Simpson

Notary of Public

Print Name: MARLENE R. SIMPSON

My Commission Expires:

My Commission Number:

Personally Known ✓ Produced Identification \_\_\_\_\_  
Type of Identification N/A

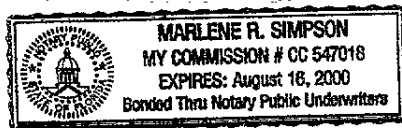
STATE OF FLORIDA

COUNTY OF LEVY

I HEREBY CERTIFY that on Dec. 23, 1998, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared ANTHONY D COUSINS Mrs. as President and Secretary of ISLAND HOTEL (CEDAR KEY), INC., a Florida corporation, and acknowledged before me that she executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of December, 1998.

(SEAL)



Marlene R. Simpson

Notary of Public

Print Name: MARLENE R. SIMPSON

My Commission Expires:

My Commission Number:

Personally Known ✓ Produced Identification \_\_\_\_\_  
Type of Identification N/A