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MERGER OR SHARE EXCHANGE

THE COVE AT THE LANDINGS, INC.

Certificate of Status	1
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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

LANDINGS DEVELOPMENT, INC., a Florida corporation, P97000064541

INTO

THE COVE AT THE LANDINGS, INC., a Florida entity, P97000011499

File date: June 2, 2000

Corporate Specialist: Darlene Connell

FAX AUDIT NO. H00000029986

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF MERGER

THE COVE AT THE LANDINGS, INC., a Florida corporation (the "Surviving Corporation"), and LANDINGS DEVELOPMENT, INC., a Florida corporation (the "Non-surviving Corporation"), hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Section 607.1105 of the Florida Business Corporation Act:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-surviving Corporation and the Surviving Corporation, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. The merger of the Non-surviving Corporation with and into the Surviving Corporation shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the shareholders and Board of Directors of each of the Non-surviving Corporation and the Surviving Corporation by Written Consent thereto dated as of May 23, 2000.

4. Pursuant to the Plan of Merger, as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 24th day of May, 2000.

NON-SURVIVING CORPORATION:

LANDINGS DEVELOPMENT, INC., a
Florida corporation

By: // Bruce R. Jarvis //
Bruce R. Jarvis, President

SURVIVING CORPORATION:

THE COVE AT THE LANDINGS, INC., a
Florida corporation

By: // Bruce R. Jarvis //
Bruce R. Jarvis, President

FAX AUDIT NO. H00000029986

EXHIBIT "A"**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") relates to the merger of LANDINGS DEVELOPMENT, INC., a Florida corporation (the "Non-surviving Corporation"), with and into THE COVE AT THE LANDINGS, INC., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Non-surviving Corporation and the Surviving Corporation wish to enter into a merger agreement according to which the Non-surviving Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

A. The Merger. On the Effective Date (as defined below), the Non-surviving Corporation shall merge with and into the Surviving Corporation (the "Merger"). Immediately following the Merger, the Surviving Corporation shall continue as the surviving corporation, and the separate existence of the Non-surviving Corporation shall cease.

1. Terms and Conditions. The Merger shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

2. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall be the Articles of Incorporation and the Bylaws, respectively, of the surviving corporation.

3. Treatment of Stock. At the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Non-surviving Corporation, all outstanding capital stock of the Non-surviving Corporation shall be canceled and all the outstanding capital stock of Surviving Corporation shall remain outstanding and unchanged. Any rights to acquire capital stock of the Non-Surviving Corporation shall be converted to rights to acquire capital stock of the Surviving Corporation.

FAX AUDIT NO. H00000029986

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of May _____,
2000.

NON-SURVIVING CORPORATION:

LANDINGS DEVELOPMENT, INC., a Florida
corporation

By: _____
Bruce R. Jarvis, President

SURVIVING CORPORATION:

THE COVE AT THE LANDINGS, INC., a Florida
corporation

By: _____
Bruce R. Jarvis, President