P97000055800

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 909246 121349A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 105.000

FILED
00 NOV 27 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 27, 2000

ORDER TIME : 11:07 AM

ORDER NO. : 909246-005

CUSTOMER NO: 121349A

200003478482--5

CUSTOMER: Louis W. Cheffy,esq
Cheffy Passidomo Pa
Suite 201
821 Fifth Avenue South
Naples, FL 34102

ARTICLES OF MERGER

PIER 81 DEVELOPMENT
CORPORATION
CYPRESS LANDING CORPORATION

INTO

FACTORY BAY HOLDING COMPANY,
INC.

00 NOV 27 AM 11:09

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133 G. COULLIETTE NOV 28 2000
EXAMINER'S INITIALS: _______

+02250, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

PIER 81 DEVELOPMENT CORPORATION, a Florida corporation, P98000050949

CYPRESS LANDING CORPORATION, a Florida corporation, K72007

INTO

FACTORY BAY HOLDING COMPANY, a Florida entity, P97000055800.

File date: November 27, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032 Amount charged: 105.00

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT
Please give original submission date as file date.

November 27, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: FACTORY BAY HOLDING COMPANY
Ref. Number: P97000055800

We have received your document for FACTORY BAY HOLDING COMPANY and the authorization to debit your account in the amount of $105.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please correct the name of the corporation on pages 1,2 and 3.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 000A00060238

RECEIVED
00 NOV 28 AM 10:47
DEPT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction
Factory Bay Holding Company	Florida

FILED
00 NOV 27 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction
Pier 81 Development Corporation	Florida
Cypress Landing Corporation	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR N/A / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on 11/21/2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on ______________________ and shareholders approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11/21/2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on ______________________ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Factory Bay Holding Company	David E Nassif	David E. Nassif, Vice President
	Jack J. Antaramian	Jack J. Antaramian, President
Pier 81 Development Corporation	David E Nassif	David E. Nassif, Vice President
	Jack J. Antaramian	Jack J. Antaramian, President
Cypress Landing Corporation	David E Nassif	David E. Nassif, Vice President
	Jack J. Antaramian	Jack J. Antaramian, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction
Factory Bay Holding Company	Florida

Second: The name and jurisdiction of each **merging** corporations:

Pier 81 Development Corporation	Florida
Cypress Landing Corporation	Florida

Third: The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of the merging corporations shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the merging corporations, without the necessity for any separate transfer as more particularly set forth in Section 607.1106, Florida Statutes. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the merging corporations, and neither the rights of creditors nor any liens on the property of the merging corporations shall be impaired by the merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of $1.00 par value common stock (and all other common stock, if any) of the merging corporations, issued and outstanding on the effective date of the merger shall be converted into one share of the $1.00 par value common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. Upon receipt of certificates of shares in the merging corporations, or other proof of ownership satisfactory to the surviving corporation, from each holder, the surviving corporation shall issue certificates in the surviving corporation for a like number of shares to the respective holders.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached: N/A

Other provisions relating to the merger are as follows: N/A