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MAR-26-99 11:17AM FROM-AKERMAN SENTERFITT & EIDSON

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Division of Corporations

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MERGER OR SHARE EXCHANGE  
FISHER ISLAND REALTY SALES (S. FLORIDA), INC.

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OK

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FISHER ISLAND REALTY SALES, LLC, A FLORIDA LIMITED LIABILITY  
COMPANY, L98000001219

INTO

FISHER ISLAND REALTY SALES (S. FLORIDA), INC., a Florida corporation,  
P990000024054

File date: March 26, 1999

Corporate Specialist: Diane Cushing

H990000072688

**ARTICLES OF MERGER**

**OF**

**FISHER ISLAND REALTY SALES, LLC**  
(a Florida limited liability company)

L98000001219

**WITH AND INTO**

**FISHER ISLAND REALTY SALES (S. FLORIDA), INC.**  
(a Florida corporation)

099000024054

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, Fisher Island Realty Sales, LLC, a Florida limited liability company, and Fisher Island Realty Sales (S. Florida), Inc., a Florida corporation, hereby execute and adopt the following Articles of Merger and certify as follows.

1. The names of the entities which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Fisher Island Realty Sales, LLC, a Florida limited liability company (the "Merger Company") and Fisher Island Realty Sales (S. Florida), Inc., a Florida corporation (the "Surviving Entity"). Fisher Island Realty Sales (S. Florida), Inc. is the surviving entity in the Merger.

2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated herein by reference as if fully set forth herein.

3. The Plan of Merger was approved by the sole manager and sole member of the Merger Company in accordance with the applicable provisions of the Florida Limited Liability Company Act, and by all of the directors and shareholders of the Surviving Entity, in accordance with the Florida Business Corporation Act.

4. The effective date of the Merger shall be the date of filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of March 25, 1999.

**FISHER ISLAND REALTY SALES (S. FLORIDA), INC.**, a Florida corporation

By: [Signature]  
Name: John Melk  
Title: Chairman

**FISHER ISLAND REALTY SALES, LLC**, a Florida limited liability company

By: [Signature]  
Manager

By: [Signature]  
Name: John Melk  
Title: Chairman

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FILED  
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DEPARTMENT OF CORPORATIONS  
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**PLAN OF MERGER**

This Plan of Merger is entered into as of March 25, 1999, by Fisher Island Realty Sales, LLC, a Florida limited liability company (the "Merger Company"), and Fisher Island Realty Sales (S. Florida), Inc., a Florida corporation (the "Surviving Entity").

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**RECITALS**

The members and managers of the Merger Company and the directors and shareholders of the Surviving Entity have determined that it is advisable and in the best interests of said entities and their respective members and shareholders that the Merger Company be merged with and into the Surviving Entity (the "Merger"). The parties hereby agree to the Merger on the terms and conditions set forth herein

**ARTICLE I**

**The Merger**

At the Effective Time (as defined in Article V hereof), the Merger Company shall be merged with and into the Surviving Entity in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, and the separate existence of the Merger Company shall cease and the Surviving Entity shall thereafter continue as the "surviving entity" under the laws of the State of Florida.

**ARTICLE II**

**The Surviving Entity**

- A. At the Effective Time, the Articles of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Time, shall remain as the Articles of Incorporation of the Surviving Entity.
- B. At the Effective Time, the Bylaws of the Surviving Entity, as in effect immediately prior to the Effective Time, shall remain as the Bylaws of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable law and the Articles of Incorporation and Bylaws of the Surviving Entity.
- C. At the Effective Time, the officers and directors of the Surviving Entity shall remain as the officers and directors of the Surviving Entity, until their successors are elected and have been qualified.

EXHIBIT 'A'

MA-337312-1

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**ARTICLE III**

**Conversion of Membership Interest**

The manner and basis of converting the interest of the sole member of the Merger Company into an interest in the Surviving Entity shall be as follows: at the Effective Time, the entire interest of the sole member of the Merger Company therein shall, by virtue of the Merger and without any action on anyone's part, be cancelled, and no consideration shall be paid to the member of the Merger Company in exchange therefor. The Merger Company and the Surviving Entity acknowledge that the only members of the limited liability company which is the sole member of the Merger Company are also the only shareholders of the Surviving Entity.

**ARTICLE IV**

**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Merger Company and the Surviving Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Surviving Entity and Merger Company shall become liabilities and obligations of the Surviving Entity.

**ARTICLE V**

**Effective Time**

As used herein, the term, "Effective Time" shall mean the date and time of filing of the Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed on its behalf as of the date first written above.

**FISHER ISLAND REALTY SALES  
(S. FLORIDA), INC.**, a Florida corporation

By: [Signature]  
Name: John Melk  
Title: Chairman

**FISHER ISLAND REALTY SALES, LLC,**  
a Florida limited liability company

By: M/M FI Development, Inc., its  
Manager

By: [Signature]  
Name: John Melk  
Title: Chairman