

FEB 5 2003 10:50am From: RUDEN MCCLOSKY

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MERGER OR SHARE EXCHANGE

Aventura Land Holding (DEL), Inc.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

AVENTURA LAND HOLDING, INC., A Florida corporation, document number
P99000067880

INTO

AVENTURA LAND HOLDING (DEL), INC., a Delaware entity not qualified in
Florida

File date: February 5, 2003

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
AVENTURA LAND HOLDING, INC.
(a Florida corporation)
WITH AND INTO
AVENTURA LAND HOLDING (DEL), INC.
(a Delaware corporation)

FILED
03 FEB - 5 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is Aventura Land Holding (DEL), Inc., a Delaware corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is Aventura Land Holding, Inc., a Florida corporation (the "Terminating Corporation").

THIRD: The Plan of Merger is attached hereto as Exhibit A.

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

FIFTH: The Plan of Merger was adopted by written consent of the board of directors and shareholders of the Surviving Corporation as of February 4, 2003.

SIXTH: The Plan of Merger was adopted by written consent of the board of directors and shareholders of the Terminating Company as of February 4, 2003.

These Articles of Merger may be executed in any number of counterparts, each of which shall constitute an original and all of which when together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 4th day of February, 2003.

AVENTURA LAND HOLDING, INC.

Brian Street, President

AVENTURA LAND HOLDING (DEL), INC.

Brian Street, President

EXHIBIT A

PLAN OF MERGER
OF
AVENTURA LAND HOLDING, INC.
(a Florida corporation)
INTO
AVENTURA LAND HOLDING (DEL), INC.
(a Delaware corporation)

The following Plan of Merger is submitted in compliance with Section 607.1101, F.S.

FIRST: The name and jurisdiction of the surviving corporation is Aventura Land Holding (DEL), Inc., a Delaware corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is Aventura Land Holding, Inc., a Florida corporation (the "Terminating Corporation").

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

1. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation.

2. The Bylaws of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, will be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The directors and officers in office of the Surviving Corporation when the merger becomes effective shall be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation or applicable law.

FOURTH: The manner and basis of converting 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:

Feb-05-2003 10:50am From-RUDEN MCCLOSKEY

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1. At the effective time of the merger, each share of common stock of the Surviving Corporation issued and outstanding as of the effective time shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Corporation.

2. All shares of the capital stock of the Terminating Corporation issued and outstanding as of the effective time of the merger shall be cancelled and retired and shall cease to exist.