

S27358

JACK R. LOVING, P.A.
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1323 SOUTHEAST THIRD AVENUE
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JACK R. LOVING
BOARD CERTIFIED IN:
TAXATION
WILLS, TRUSTS AND ESTATES
DAVID M. SCULLY

TELEPHONE (954) 764 - 1005
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E-MAIL JRLOVINGPA@AOL.COM

December 23, 1997

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: HWH Properties Merger

Dear Clerk:

Enclosed please find the following documents regarding the above referenced merger:

Plan of Merger;

Articles of Merger and Articles of Amendment to Articles of Incorporation

Consent Resolution of the Board of Directors, four (4); and

Consent Resolution of the Shareholders, four (4).

Also enclosed is a check in the amount of \$192.50, the amount necessary for a merger involving four (4) corporations and a certified copy. Please return the certified copy in the envelope provided.

Thank you for your cooperation in this matter, if there are any questions please contact us.

Sincerely,

David M. Scully
DAVID M. SCULLY

VS FEB 17 1998

Merger & N/C

600007382645--8
12/27/97 1107--003
***192.50 ***192.50

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FILED
FEB 12 PM 12:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

HWH PROPERTIES-VERO BEACH, INC., a Florida corporation, S27361
HWH PROPERTIES-CLEARWATER, INC., a Florida corporation, S27368
HWH PROPERTIES-LAKELAND, INC., a Florida corporation, S27364

INTO

HWH RANCH CORP. which changed its name to

HWH RANCH PROPERTIES, INC., a Florida corporation, S27358

File date: February 12, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 7, 1998

DAVID M. SCULLY
1323 SE THIRD AVENUE
FORT LAUDERDALE, FL 33316

SUBJECT: HWH RANCH CORP.
Ref. Number: S27358

We have received your document for HWH RANCH CORP. and your check(s) totaling \$192.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You submitted two plans of merger and we only need one please retain the one noted. The surviving corporation filed an amendment changing its name on February 6, 1997 (see attached print out) please correct the name throughout your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 698A00000958

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FORT LAUDERDALE, FLORIDA 33316

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TELEPHONE (954) 764 - 1005
FACSIMILE (954) 764 - 1499
E-MAIL JRLOVINGPA@AOL.COM

February 9, 1998

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: HWH Properties Merger

Dear Clerk:

Enclosed please find the following documents regarding the above referenced merger:

Plan of Merger;

Articles of Merger and Articles of Amendment to Articles of Incorporation;

Consent Resolution of the Board of Directors, four (4); and *Returned*

Consent Resolution of the Shareholders, four (4). *Returned*

A check in the amount of 192.50 was sent on December 23, 1997, and a certified copy was requested. Please return the certified copy in the envelope provided.

Thank you for your cooperation in this matter, if there are any questions please contact us.

Sincerely,

David M. Scully
DAVID M. SCULLY

RECEIVED
98 FEB 12 AM 10:29
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF HWH PROPERTIES - LAKELAND, INC.,
HWH PROPERTIES - CLEARWATER, INC.,
AND HWH PROPERTIES - VERO BEACH, INC.
WITH AND INTO
HWH RANCH CORP.
AND

FILED
98 FEB 12 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

In accordance with section 607.1101 of the Florida Business Corporation Act HWH Properties - Lakeland, Inc., a Florida corporation ("Lakeland"), HWH Properties - Clearwater, Inc., a Florida corporation ("Clearwater"), HWH Properties - Vero Beach, Inc., a Florida corporation ("Vero Beach") and HWH Ranch Corp., a Florida corporation ("Ranch"), jointly referred to hereinafter as the merging corporations, hereby adopt the following Articles of Merger.

ARTICLE I

PLAN OF MERGER

The Plan of Merger is as follows:

A. On January 1, 1997, Lakeland, Clearwater and Vero Beach shall be merged with and into Ranch in accordance with the Florida Business Corporation Act. After such Merger, Ranch will be the Surviving Corporation and the separate existence and identity of Lakeland, Clearwater and Vero Beach shall cease to exist, and additionally Ranch will change its name to HWH Ranch Properties, Inc. ("Ranch Properties") as set forth below.

B. After the Merger:

1. Ranch shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Lakeland, Clearwater and Vero Beach.
2. All and singular, the rights, privileges, powers, and franchises of Lakeland, Clearwater and Vero Beach, and all property, real, personal, and mixed, and all debts due to Lakeland, Clearwater and Vero Beach on whatever account, as well for stock subscriptions and all other things in action or belonging to Lakeland, Clearwater and Vero Beach, shall be vested in Ranch without further act or deed:
3. All property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of Ranch as they were of Lakeland, Clearwater and Vero Beach, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in Lakeland, Clearwater and Vero Beach, shall not revert or be in any way impaired;

4. All rights of creditors and all liens upon any property of Lakeland, Clearwater and Vero Beach shall be preserved unimpaired, and all debts, liabilities, and duties of Lakeland, Clearwater and Vero Beach shall thenceforth attach to Ranch and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

C. On the date of the Merger, each share of Lakeland Common Stock which shall be issued and outstanding immediately before the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid share of Ranch Common Stock, and outstanding certificates representing shares of Lakeland Common Stock shall thereafter represent shares of Ranch Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of Ranch.

D. On the date of the Merger, each share of Clearwater Common Stock which shall be issued and outstanding immediately before the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid share of Ranch Common Stock, and outstanding certificates representing shares of Clearwater Common Stock shall thereafter represent shares of Ranch Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of Ranch.

E. On the date of the Merger, each share of Vero Beach Common Stock which shall be issued and outstanding immediately before the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid share of Ranch Common Stock, and outstanding certificates representing shares of Vero Beach Common Stock shall thereafter represent shares of Ranch Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of Ranch.

ARTICLE II

The Articles of Incorporation of Ranch as in effect on the date of Merger shall from and after the Merger be amended. The Articles of Incorporation of Ranch pursuant to Section 607.1006, Florida Business Corporation Act, adopts the following as an amendment to its articles of incorporation:

Change the name of the corporation to:
HWH Ranch Properties, Inc.

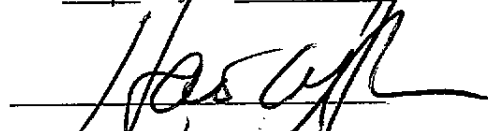
ARTICLE III

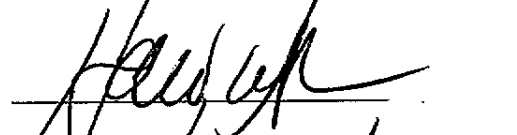
The Plan of Merger was approved and adopted by the shareholders of Lakeland, Clearwater, Vero Beach and Ranch in accordance with section 607.1101 of the Florida Business Corporation Act on JANUARY 1, 1997.

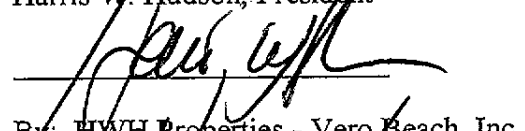
ARTICLE IV

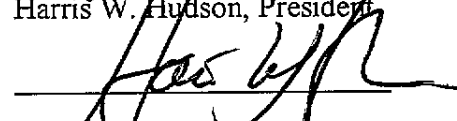
The amendment to the articles of incorporation was adopted by the shareholders of Ranch on JANUARY 1, 1997.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger and Article of Name Change to be executed as of the 1 day of JANUARY, 1997.


By: HWH Properties - Lakeland, Inc.
Harris W. Hudson, President


By: HWH Properties - Clearwater, Inc.
Harris W. Hudson, President


By: HWH Properties - Vero Beach, Inc.
Harris W. Hudson, President


By: HWH Ranch Corp.
Harris W. Hudson, President