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SYK

MERGER OR SHARE EXCHANGE

APD CHIMNEY LAKES, INC.

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Mergers
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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
APD Chimney Lakes, Inc.	Florida	S36162

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Lucien Land Company, Inc.	Florida	M82350

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 / / (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 Oct 27, 2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder 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 Oct 27, 2004

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)

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CORPORATION SVC CO

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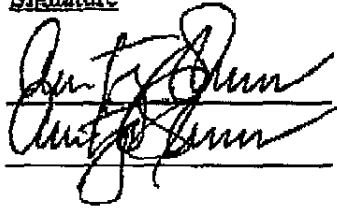
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

APD Chimney Lakes, Inc.



Christopher Shannon, President

Lucien Land Company, Inc.

Christopher Shannon, President

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[Step 8C]

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EXHIBIT AAGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated as of the 27 day of Oct, 2004 by and among APD CHIMNEY LAKES, INC., a Florida corporation ("APD Chimney" or the "Surviving Corporation"), and LUCIEN LAND COMPANY, INC., a Florida corporation ("Lucien" or the "Merging Corporation")

WITNESSETH:

WHEREAS, the Surviving Corporation and the Merging Corporation desire that Lucien be merged with and into APD Chimney, with APD Chimney being the surviving corporation, upon the terms and conditions set forth herein;

WHEREAS, the Board of Directors and the shareholder of APD Chimney have adopted resolutions approving this Agreement in accordance with the Florida Business Corporation Act (the "BCA"); and

WHEREAS, the Board of Directors and the shareholder of Lucien have adopted resolutions approving this Agreement in accordance with the BCA.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Surviving Corporation and the Merging Corporation hereby agree as follows:

1. Terms of Merger. On the Effective Date (as hereinafter defined), Lucien shall be merged with and into APD Chimney pursuant to the provisions of the BCA (the "Merger").
2. Surviving Corporation. The corporation surviving the Merger shall be APD Chimney.
3. Treatment of Shares. Upon the Effective Date, (a) the shares of capital stock of APD Chimney issued and outstanding immediately prior to the Merger shall remain outstanding, without change therein by reason of the Merger; (b) each share of capital stock of Lucien issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed retired and cancelled without necessity of further action.
4. Effective Date. If this Agreement is not terminated as contemplated by Section 8 hereof, Articles of Merger (the "Articles of Merger"), executed in accordance with the BCA, shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon the filing of the Articles of Merger in the Department of State of the State of Florida (the "Effective Date").
5. Articles of Incorporation. The Articles of Incorporation of APD Chimney as in effect on the Effective Date, from and after the Effective Date and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation.
6. Bylaws. The Bylaws of APD Chimney, as in effect on the Effective Date, shall be the Bylaws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

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7. **Directors and Officers.** Upon the Effective Date, the Board of Directors of the Surviving Corporation shall consist of those persons who were directors of APD Chimney immediately prior to the Effective Date, and the officers of the Surviving Corporation shall be the persons who were officers of APD Chimney immediately prior to the Effective Date.

8. **Termination and Amendment.** This Agreement may be terminated by the Board of Directors of the Surviving Corporation or of the Merging Corporation at any time prior to the Effective Date. In addition, the Boards of Directors of the Surviving Corporation and the Merging Corporation may amend this Agreement at any time prior to the Effective Date.

9. **Miscellaneous.** Upon the Effective Date, (i) the title to all real estate and other property, or any interest therein, owed by each corporation party to the merger is vested in the Surviving Corporation without reversion or impairment; (ii) the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger; (iii) any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation which ceased existence; and (iv) neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger.

IN WITNESS WHEREOF, APD Chimney and the Merging Corporation have caused this Agreement to be executed as of the date first above written.

APD CHIMNEY LAKES, INC.

By: Title: 

LUCIEN LAND COMPANY, INC.

By: Title: 

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