

Division of Corporations

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S 46965

Florida Department of State

Division of Corporations

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Sandra B. Mortham, Secretary of State

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To:

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From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (813) 461-1818
Fax Number : (813) 441-8617

MERGER OR SHARE EXCHANGE

REGENCY REDINGTON AMBASSADOR, INC.

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TALLAHASSEE, FLORIDA

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merger

12-3-98

ARTICLES OF MERGER
Merger Sheet

MERGING:

METRO COMMUNITIES OF PASCO, INC., a Delaware corporation, 829390

INTO

REGENCY REDINGTON AMBASSADOR, INC., a Florida corporation, S46965

File date: December 1, 1998

Corporate Specialist: Darlene Connell

Florida Department of State
Division of Corporations
Public Access System
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MERGER OR SHARE EXCHANGE
REGENCY REDINGTON AMBASSADOR, INC.

Certificate of Status	1
Certified Copy	0
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JOHNSON BLAKELY

002



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1998

REGENCY REDINGTON AMBASSADOR, INC.
6709 RIDGE ROAD
SUITE 200
PORT RICHEY, FL 34668

SUBJECT: REGENCY REDINGTON AMBASSADOR, INC.
REF: S46965

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached to the Articles of Merger.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000022354
Letter Number: 898A00057037

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STATE OF FLORIDA
ARTICLES OF MERGER AND PLAN OF MERGER
OF
METRO COMMUNITIES OF PASCO, INC.,
a Delaware corporation
INTO
REGENCY REDINGTON AMBASSADOR, INC.,
a Florida corporation

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Sections 607.1101, 607.1105 and 607.1107 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger was adopted by the Sole Director and Sole Shareholder of Regency Redington Ambassador, Inc., a Florida corporation ("Surviving Corporation") on November 15, 1998, and was adopted by the Sole Director and Sole Stockholder of Metro Communities of Pasco, Inc., a Delaware corporation (the "Merging Corporation"), on November 15, 1998.

SECOND: The effective date of these Articles of Merger shall be 5:00 P.M., November 30, 1998, ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

c. The currently issued and outstanding 100 shares of common stock of the Surviving Corporation owned by Spyglass Investments, Inc., the sole stockholder of Surviving Corporation prior to the Merger, shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date, shall be canceled.

Prepared by:
Michael G. Little
911 Chestnut Street
Clearwater, FL
33757
(727) 461-1818
FL Bar: 861677

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This approval of these Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes.

Signed this 30th day of November, 1998.

SURVIVING CORPORATION:

REGENCY REDINGTON
AMBASSADOR, INC., a Florida
corporation

By: 

JOHN E. HUDSON, President

MERGING CORPORATION:

METRO COMMUNITIES OF PASCO,
INC., a Delaware corporation

By: 

JOHN E. HUDSON, President

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