

24.00-1200

Let to: SYPRETT, MESHAD, RESNICK & LIEB, P.A. Jack V 252

** OFFICIAL RECORDS **
BOOK 2303 PAGE 1616

State of Florida

91056611



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on May 31, 1991, effective June 1, 1991, for TWO M DEVELOPMENT, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of the surviving corporation is G24158.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
31st day of May, 1991.



Jim Smith
Secretary of State

CR2EO22 (2-91)

EFFECTIVE DATE

6/1/91
TWO M DEVELOPMENT, INC.
MIDTOWN OFFICE PARK, INC.
ARTICLES OF MERGER

FILED

1991 MAY 31 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

** OFFICIAL RECORDS **
BOOK 2303 PAGE 1617

Pursuant to the Florida corporation law, each above-named corporation hereby adopts the following articles of merger:

ARTICLE I
PLAN OF MERGER

Section 1.1 Parties to Merger. The name of each corporation planning to merge is as follows: TWO M DEVELOPMENT, INC. ("Surviving Corporation"); and MIDTOWN OFFICE PARK, INC. ("Merged Corporation"). The name of the Surviving Corporation into which each other corporation plans to merge is TWO M DEVELOPMENT, INC..

Section 1.2 Terms and Conditions; Manner and Basis of Converting Shares. The terms and conditions of the proposed merger and the manner and basis of converting the shares of each corporation is as follows:

1. Surviving and Merged Corporations. The Merged Corporation shall merge into the Surviving Corporation and the separate existence of the Merged Corporation shall thereupon cease.

2. Titles. The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger shall be vested in the Surviving Corporation without reversion or impairment.

3. Liabilities. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger.

4. Claims and Proceedings. 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.

5. Creditors and Liens. Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger.

6. Share Conversion. The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the merger that are to be converted into shares, rights, obligations, or other securities of the Surviving or any other Corporation or into cash or other

property are converted, and the former holders of the shares are entitled only to the rights provided in the articles of merger or to their dissenter rights under Florida corporation law.

7. Manner and Basis of Converting Shares and Rights. The manner and basis of converting the shares and rights to acquire shares of each corporation into shares, 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 is as follows: Each share of the \$1.00 par value common stock (sole class of capital stock; 100 shares authorized; 76 shares issued and outstanding and owned equally by Harry W. Mathley and John W. Meshad) of the Merged Corporation shall be converted into one (1) share of the \$1.00 par value common stock (sole class of capital stock; 1,000 shares authorized; 200 shares issued and outstanding and owned equally by Harry W. Mathley and John W. Meshad) of the Surviving Corporation. It is further stipulated that the conversion ratio is arbitrary and no value adjustment was made in the ratio because the shareholder positions in the Merged Corporation and Surviving Corporation are identical and shall remain so on the effective date of the merger.

8. Amendments to, or Restatement of, Articles of Incorporation or Bylaws of Surviving Corporation or Merged Corporation. No amendments to the articles of incorporation of the Surviving Corporation or the Merged Corporation shall be made hereafter and prior to the merger, or will be effected by the merger.

9. Directors and Officers. The directors and officers of Surviving Corporation on the date hereof shall continue and shall constitute the sole directors and officers of Surviving Corporation on the effective date of the merger until such time as their respective successors shall be elected and qualified.

10. Name and Address. The name of Surviving Corporation shall not be changed and shall continue to be the name of the Surviving Corporation following the merger. The address of Surviving Corporation shall not be changed and shall continue to be the address of the Surviving Corporation following the merger.

11. Further Action. Each party shall take such further action, including without limitation, the execution and delivery of legal instruments and documents as may be necessary to carry out the intent hereof.

12. Representations and Warranties. Each party represents and warrants that (i) it is a corporation duly organized and existing under the laws of the State of Florida, (ii) its financial statement heretofore delivered to each other party fairly and accurately presents its financial condition as of the date thereof, (iii) it has no material liabilities not disclosed on its financial statement, and (iv) it has not made any untrue statement of material fact or omitted any material fact required to make the statements herein not misleading.

13. Operations Prior to Merger. Each party shall continue to operate in the same manner as heretofore prior to the merger.

14. Conditions Precedent to Merger. Each party's obligation to merge in accordance herewith is subject to and contingent upon each party receiving any and all appropriate approval for the transactions contemplated hereby from its directors and shareholders.

15. Abandonment of Plan. Notwithstanding any contrary provision contained herein, this instrument and the merger may be abandoned by any corporation party to the merger (i) at any time prior to the obtainment of all necessary approvals, or (ii) at any time prior to the filing of articles of merger, without further shareholder action.

16. Anticipated Effective Date. The parties to the merger intend to cause the merger to become effective on June 1, 1991.

17. Successors. This instrument shall bind and benefit the heirs, personal representatives, successors, and permitted assigns of the parties. No party shall assign its rights or delegate its duties hereunder without the prior written consent of all parties hereto.

18. Modification and Waiver. This instrument may be modified or a provision waived only by a writing signed by the party sought to be held to such modification or waiver.

19. Governing Law. This instrument shall be interpreted and governed in all respects by Florida law.

20. Miscellaneous. Headings are inserted herein for convenience of reference only and shall not effect the interpretation hereof. Numbers and genders shall be interchangeable as the context so requires.

ARTICLE II
APPROVAL/ADOPTION OF PLAN OF MERGER

Section 2.1 Shareholder Approval Required. Shareholder approval of the Plan of Merger was required and properly obtained.

Section 2.2 Approval/Adoption Dates. The Plan of Merger was duly approved by the shareholders of the Surviving Corporation on May 30, 1991, and was duly approved by the shareholders of the Merged Corporation on May 30, 1991.

ARTICLE III
EFFECTIVE DATE OF MERGER

Section 3.1 Delayed Effective Date. The merger shall become effective at 12:01 A.M. on June 1, 1991, which date shall be within ninety (90) days after the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument this 30th day of May, 1991.

SURVIVING CORPORATION:
TWO M DEVELOPMENT, INC.

By [Signature]
As President

MERGED CORPORATION:
MIDTOWN OFFICE PARK, INC.

By [Signature]
As President

RECORDED IN OFFICIAL RECORDS
RECEIVED
JUN 6 5 03 PM '91
KAREN E. RUSHING
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FL.