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A0200000708

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TALLAHASSEE, FLORIDA

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REPLY TO: BOCA RATON

June 27, 2002

E-MAIL: CRUBIN@FLORIDATAX.COM
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Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32413

**Re: Freund Family Partnership, Ltd.
Our File No. 6674.006**

800006195538--3
-07/03/02--01032--010
***130.00 ***130.00

Dear Sir or Madame:

Enclosed please find Articles of Merger and Plan of Merger for filing, which Articles merge Freund Family Partnership, a Florida general partnership, into Freund Family Partnership, Ltd., a Florida limited partnership and surviving entity.

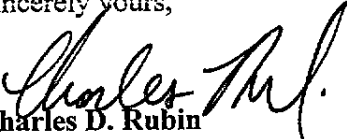
Enclosed is our firm's check in the amount of \$130.00 for the following fees:

Limited Partnership Misc. Document Filing Fee	\$52.50
General Partnership Misc. Document Filing Fee	\$25.00
Certified Copy (limited partnership certified copy fee)	\$52.50.

Also enclosed is a return envelope for the certified copy, for your convenience.

If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,


Charles D. Rubin

CDR/wp
Enc.

cc: Donald Tescher (w/o enc.)
Bruce Freund (w/o enc.)

J. BRYAN JUL - 5 2002

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FREUND FAMILY PARTNERSHIP, A FLORIDA ENTITY

INTO

FREUND FAMILY PARTNERSHIP, LTD., a Florida entity, A02000000708

File date: July 3, 2002

Corporate Specialist: Joey Bryan

**ARTICLES OF MERGER
AND PLAN OF MERGER**

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These Articles and Plan of Merger are made and entered into this 1st day of June, 2002, by and between the following entities (hereinafter collectively referred to as the "Constituent Entities"):

#A02000000708

FREUND FAMILY PARTNERSHIP, LTD., a Florida limited partnership (the "Surviving Entity"); and

FREUND FAMILY PARTNERSHIP, a Florida general partnership (the "Merged Entity").

BACKGROUND

A. The Surviving Entity is a limited partnership organized and existing under the laws of the State of Florida, having its Certificate of Limited Partnership filed and effective on December 4, 2001. The partners of the Surviving Entity and their respective partnership interests are:

FREUND HOLDINGS LLC - General Partner	1%
REMAINDER TRUST established under the Donald Freund Second Amended and Restated Inter Vivos Trust u/a/d March 16, 1987 - Limited Partner	11.25%
BRUCE FREUND - Limited Partner	49%
HELEN FREUND - Limited Partner	38.75%.

The Surviving Entity is managed by its general partner, whose office is located at 695 Buttonwood Lane, Bay Point, FL 33137.

B. The Merged Entity is a Florida general partnership organized and existing under the laws of the State of Florida. The partners of the Merged Entity and their respective partnership interests in the Merged Entity are:

FREUND HOLDINGS LLC	1%
REMAINDER TRUST established under the Donald Freund Second Amended and Restated Inter Vivos Trust u/a/d March 16, 1987	11.25%
BRUCE FREUND	49%
HELEN FREUND	38.75%.

C. The shareholders and members of the Constituent Entities have established that it is advisable for the general welfare and advantage of each of the Constituent Entities that they merge into a single limited partnership which shall not be a new limited partnership, but shall be the Surviving Entity, whose existence as a limited partnership under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the members and shareholders of each of the Constituent Entities in accordance with the provisions of Florida law.

1. This Merger shall become effective immediately upon filing with the Florida Department of State (the "Effective Date").

2. The names of the entities that are parties to the Merger are as follows:

- (a) FREUND FAMILY PARTNERSHIP, LTD., a Florida limited partnership.
- (b) FREUND FAMILY PARTNERSHIP, a Florida general partnership.

3. The Surviving Entity shall be FREUND FAMILY PARTNERSHIP, LTD.

4. The undersigned hereby certify that this Plan is unanimously adopted and approved by all of the partners of each of the Constituent Entities, in accordance with the applicable provisions of Fla. Stats. Chapters 620.

5. The manner of converting or otherwise dealing with the ownership interests of the Constituent Entities upon the Merger becoming effective shall be that all partnership interests of the Merged Entity shall be deemed canceled.

6. The Agreement of Limited Partners of the Surviving Entity in effect at the time the Merger becomes effective shall be and remain the Agreement of Limited Partners of the Surviving Entity until the same is altered, amended, or repealed.

7. The Merger will not effect any change in the Certificate of Limited Partnership of the Surviving Entity.

8. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Entity shall cease and the Surviving Entity shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a limited partnership organized under the laws of the State of Florida.

9. FREUND HOLDINGS LLC hereby consents to continue to serve as general partner of the Surviving Entity.

10. All of the undersigned partners of the Surviving Entity and the Merged Entity hereby waive all notice requirements to this Merger and the approval of this Merger under Florida law, and further waive and advise they are not exercising any dissenters' rights to this Merger under Florida law including all rights to be paid the "fair value" of their ownership interests.

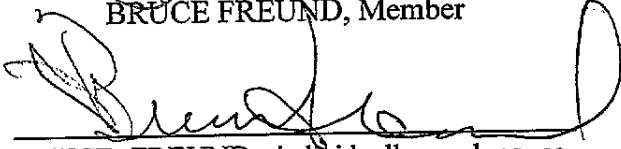
IN WITNESS WHEREOF, these Articles of Merger and Plan of Merger have been executed and acknowledged by all of the partners of the Surviving Entity and the Merged Entity, individually and on behalf of such entities.

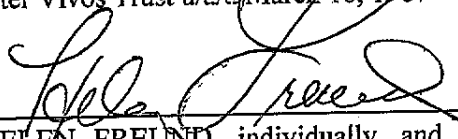
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FREUND HOLDINGS LLC, a Florida limited liability company

By: 

BRUCE FREUND, Member


BRUCE FREUND, individually, and as co-trustee of the Remainder Trust established under the Donald Freund Second Amended and Restated Inter Vivos Trust u/a/d March 16, 1987


HELEN FREUND, individually, and as co-trustee of the Remainder Trust established under the Donald Freund Second Amended and Restated Inter Vivos Trust u/a/d March 16, 1987

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