

MAY 12 2004 12:00PM Station FOLEY LARDNER

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MERGER OR SHARE EXCHANGE

BILCAR INTERIM LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$113.75

**157.50*

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* * * COMMUNICATION RESULT REPORT (MAY. 10. 2004 11:00AM) * * *

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MAY. 12. 2004 12:01PM

FOLEY LARDNER

NO. 1945 P. 3
Fax Audit No.
H04000101621 3

ARTICLES OF MERGER

of

BILCAR LIMITED PARTNERSHIP,
a California limited partnership

with and into

BILCAR INTERIM LIMITED PARTNERSHIP,
a Florida limited partnership

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 620.201 and 620.202 of the Florida Revised Uniform Limited Partnership Act (the "Florida Act") and Sections 15678.2 and 15678.4 of the Corporations Code of the State of California (the "California Act"), the undersigned enter into these Articles of Merger by which **BILCAR LIMITED PARTNERSHIP**, a California limited partnership ("Bilcar California"), shall be merged with and into **BILCAR INTERIM PARTNERSHIP**, a Florida partnership (the "Surviving Partnership"), and **BILCAR INTERIM LIMITED PARTNERSHIP** shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 620.202 of the Florida Act, and Section 15678.4 of the California Act. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida and a Limited Partnership Certificate of Merger is filed with the Secretary of State of the State of California.

THIRD, the Plan was adopted on May 10, 2004, pursuant to Section 15678.2 of the California Act by the written consent of Bognor Regis, Inc., a Florida corporation ("Bognor Regis"), as the sole general partner of Bilcar California (the "Merging Partnership"), and all the limited partners of the Merging Partnership, in accordance with the provisions of the Merging Partnership's Agreement of Limited Partnership and applicable laws of the State of California.

FOURTH, the Plan was adopted on May 10, 2004, pursuant to Sections 620.202 and 620.203 of the Florida Act, by written consent of Bognor Regis, as the sole general partner of the Surviving Partnership, and all the limited partners of the Surviving Partnership, in accordance with the provisions of the Surviving Partnership's Agreement of Limited Partnership and applicable laws of the State of Florida.

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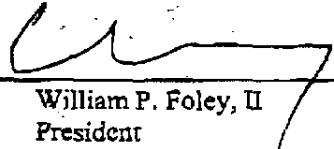
FIFTH, the address of the principal office of the Surviving Partnership is 601 Riverside Avenue, 12th Floor, Jacksonville, FL 32204.

IN WITNESS WHEREOF, these Articles of Merger have been executed by Bilcar Limited Partnership, as the merging entity, and by Bilcar Interim Limited Partnership, as the surviving business entity, this 10th day of May, 2004.

Merging Partnership

BILCAR LIMITED PARTNERSHIP,
a California limited partnership

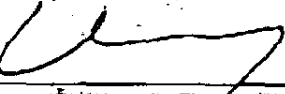
By: Bognor Regis, Inc., a Florida corporation,
Its sole General Partner

By: 
William P. Foley, II
President

Surviving Partnership

BILCAR INTERIM LIMITED PARTNERSHIP,
a Florida limited partnership

By: Bognor Regis, Inc., a Florida corporation,
Its sole General Partner

By: 
William P. Foley, II
President

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger (the "Plan"), dated as of May 10, 2004, provides for the merger of BILCAR LIMITED PARTNERSHIP, a California limited partnership (the "Merging Partnership"), with and into BILCAR INTERIM LIMITED PARTNERSHIP, a Florida limited partnership (the "Surviving Partnership"), as follows:

Section 1**Terms**

1.1 On the Effective Date of the Merger (as hereinafter defined), the Merging Partnership shall be merged with and into the Surviving Partnership, with the Surviving Partnership as the surviving business entity.

1.2 Upon the Effective Date of the Merger, each partnership interest in the Merging Partnership shall be cancelled and/or converted as follows:

(a) Bognor Regis, Inc., the sole general partner of the Merging Partnership, is also the sole general partner of the Surviving Partnership and holds the same percentage interest in both the Merging Partnership and the Surviving Partnership. Accordingly all of the partnership interest of Bognor Regis, Inc. as general partner of the Merging Partnership immediately prior to the effective date of the merger shall be cancelled;

(b) Each holder of a limited partner interest in the Merging Partnership holds the same percentage interest in the Surviving Partnership, and accordingly all of the partnership interests of each limited partner of the Merging Partnership immediately prior to the effective date of the merger shall be cancelled.

Section 2**Effective Date**

2.1 The merger shall become effective on the time and date specified in the Limited Partnership Certificate of Merger filed with the Secretary of State of the State of California and the Articles of Merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "Effective Date of the Merger."

Section 3**Effect of Merger**

3.1 On the Effective Date of the Merger, the effect of the merger shall be as provided in the applicable provisions of the Florida Revised Uniform Limited Partnership Act (1986) (the

"Florida Act") and the Corporations Code of the State of California (the "California Act"). Without limiting the generality of such provisions, on the Effective Date of the Merger, the Surviving Partnership shall thereupon and thereafter possess all of the rights, privileges, immunities, franchises, and powers of the Merging Partnership, and all property, real, personal and mixed, and all debts due to the Merging Partnership, as well as all other choses in action, and each and every other interest of or belonging to or due to the Merging Partnership shall be taken and deemed to be transferred to and invested in the Surviving Partnership without further act or deed; and the title to any real estate, or any interest therein, vested in the Merging Partnership shall not revert or be in any way impaired by reason of the Merger.

3.2 On the Effective Date of the Merger, the Surviving Partnership shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of the Merging Partnership, and any claim existing or action or proceeding pending by or against the Merging Partnership may be prosecuted as if the Merger had not taken place, or the Surviving Partnership may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merging Partnership shall be impaired by the Merger.

Section 4

Name Change

4.1 As of the Effective Date of the Merger, paragraph 1 of the Certificate of Limited Partnership of the Surviving Limited Partnership is hereby amended in its entirety as follows:

"1. The name of the Limited Partnership is BILCAR LIMITED PARTNERSHIP (the "Partnership")."

Section 5

Amendment and Termination

5.1 At any time prior to the filing of the Limited Partnership Certificate of Merger with the Secretary of State of the State of California and the Articles of Merger with the Secretary of State of the State of Florida, this Plan may be amended by the Merging Partnership and the Surviving Partnership to the extent permitted by California and Florida law.

5.2 At any time prior to the filing of the Limited Partnership Certificate of Merger with the Secretary of State of the State of California and the Articles of Merger with the Secretary of State of the State of Florida, this Plan may be terminated and abandoned by the Merging Partnership and the Surviving Partnership.

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA**Section 6****Covenants and Plans**

6.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the Florida Act and the California Act. If at any time after the Effective Date of the Merger the Surviving Partnership shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Partnership, its right, title or interest in, to or under any of the rights, privileges, powers, licensing plans, franchises, properties or assets of the Merging Partnership acquired or to be acquired as a result of the merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Partnership and its general partner and officers and directors of the general partner or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Partnership, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Partnership, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Partnership's right, title or interest in, to or under any of the rights, privileges, powers, licensing plans, franchises, properties or assets of the Merging Partnership acquired or to be acquired as a result of the merger and otherwise to carry out the purposes of this Plan.

Section 7**General Partner**

7.1 Bognor Regis, Inc., a Florida corporation, is the sole general partner of the Surviving Partnership and its business address is 601 Riverside Avenue, 12th Floor, Jacksonville, FL 32204.

Section 8**Action on Plan of Merger**

8.1 This Plan and the terms thereof have been approved by (i) the sole general partner of the Merging Partnership and the sole general partner of the Surviving Partnership, (ii) the limited partners of the Merging Partnership, and (iii) the limited partners of the Surviving Partnership, all pursuant to Chapter 620 of the Florida Act and Section 15678.2 of the California Act. All advance notice provisions relative to the merger contemplated hereby, including, but not limited to, those contained in §620.202 of the Florida Act and the applicable provisions of the California Act are waived.

[SIGNATURES TO FOLLOW]

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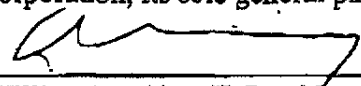
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"SURVIVING PARTNERSHIP"

**BILCAR INTERIM LIMITED PARTNERSHIP, a
Florida limited partnership**

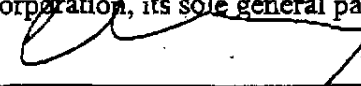
By: **BOGNOR REGIS, INC., a Florida
corporation, its sole general partner**

By: 
William P. Foley, II, President

"MERGING PARTNERSHIP"

**BILCAR LIMITED PARTNERSHIP, a California
limited partnership**

By: **BOGNOR REGIS, INC., a Florida
corporation, its sole general partner**

By: 
William P. Foley, II, President

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