

A04000001632

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Name
Availability

Document

Examiner DCC

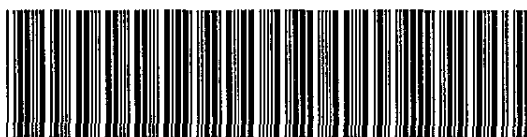
Office Use Only

Updater DCC

Updater
Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC



900041532369

10/07/04--01046--001 **2161.25

FILED
2004 OCT -7 P 2:47
SECRETARY OF STATE
TALLAHASSEE, FL

change name on Pb 40

JOEL REINSTEIN

LAW OFFICES
OF
JOEL REINSTEIN, P.A.
WACHOVIA PLAZA • SUITE 325
925 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 393-8714
FACSIMILE (561) 393-1909

October 6, 2004

AIRBORNE/DHL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Merger of SA FLA I L.P. and SA FLA II L.P.
Into SA FLA I L.P.

Merger of SA DEL I INC. and SA DEL II INC.
Into SA FLA I INC.

Dear Sir or Madam:

Enclosed for filing are the following:

1. Certificate of Limited Partnership of SA FLA I L.P. (to be formed as a Florida Limited Partnership). Also enclosed are the Affidavit of Capital Contributions and Acceptance of Appointment as Registered Agent.
2. Articles of Merger of SA FLA I L.P. (a Delaware Limited Partnership) and SA FLA II L.P. (a Delaware Limited Partnership) into SA FLA I L.P. (the Florida Limited Partnership created under Paragraph 1 above).
3. Articles of Merger of SA DEL I INC. (a Delaware Corporation) and SA DEL II INC. (a Delaware Corporation) into SA FLA I INC. (a Florida Corporation)
4. Check in the amount of \$2,161.25 for filing fees, consisting of:

Certificate of Limited Partnership	\$1,750.00
Registered Agent for LP	\$ 35.00
Certified Copy of Certificate of LP	\$ 52.50
Merger of Corporations	\$35.00 x 3
Certified Copy of Articles of Merger	\$ 8.75
Merger of Partnerships	\$52.50 x 3
Certified Copy of Article of Merger	\$ 52.50
Total	<u>\$2,161.25</u>

FILED
2004 OCT -7 P 2:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

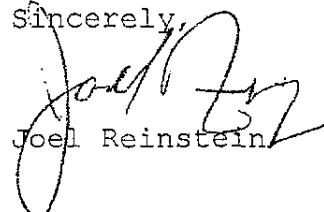
Department of State
October 6, 2004
Page 2

5. Please note that the effective date of all of the mergers is the date the Articles of Merger are filed with the Florida Department of State.

Also enclosed is an additional copy of all of the foregoing documents. Please provide the undersigned with certified copies. Of course, please contact the undersigned if you have any questions regarding this matter.

Thank you for your cooperation in this matter.

Sincerely,


Joel Reinstein

JR/wsm
Enclosures-check
cc: Mr. Scott H. Adams
Henry Schade, C.P.A.

L-DeptState.doc

ARTICLES OF MERGER

OF

SA FLA I L.P. (a Delaware Limited Partnership)

301000000179

AND

SA FLA II L.P. (a Delaware Limited Partnership)

301000000180

INTO

SA FLA I LTD. (a Florida Limited Partnership)

FILED
2004 OCT - 7 P
SECRETARY OF
TALLAHASSEE

Pursuant to Section 620.203 of the Florida Statutes, the undersigned Limited Partnerships adopt the following Articles of Merger for the purposes of merging SA FLA I L.P., a Delaware Limited Partnership and SA FLA II L.P., a Delaware Limited Partnership (the "Merging Limited Partnerships"), into SA FLA I LTD, a Florida Limited Partnership (the "Surviving Limited Partnership").

ARTICLE I
PLAN OF MERGER

The Plan and Agreement of Merger is attached hereto as Exhibit "A".

ARTICLE II
EFFECTIVE DATE OF MERGER

The effective date of this merger shall be the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE III
PARTNER APPROVAL

The partners, both limited and general, of the Merging Limited Partnerships and the Surviving Limited Partnership unanimously approved of the Plan and Agreement of Merger at a meeting of each Limited Partnership's partners on September 21, 2004.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this
21 day of Sept, 2004.

SA FLA II L.P.
(a Delaware Limited Partnership)

By: SA DEL II INC.

By: Shelagh M. Adams
Shelagh M. Adams, President

SA FLA I L.P.
(a Delaware Limited Partnership)

By: SA DEL I INC.

By: Scott H. Adams
Scott H. Adams, President

SA FLA I LTD.
(a Florida Limited Partnership)

By: SA FLA I INC.

By: Scott H. Adams
Scott H. Adams, President

2004 OCT -7 P 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLAN AND AGREEMENT OF MERGER

OF

SA FLA I L.P. (a Delaware Limited Partnership)

AND

SA FLA II L.P. (a Delaware Limited Partnership)

WITH AND INTO

SA FLA I LTD. (a Florida Limited Partnership)

FILED
2004 OCT - 1 P 2 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN AND AGREEMENT OF MERGER entered into this 1 day of September, 2004 by and between SA FLA I L.P., a Delaware Limited Partnership and SA FLA II L.P., a Delaware Limited Partnership ("Merging Limited Partnerships"), and SA FLA I LTD a Florida Limited Partnership ("Surviving Limited Partnership"):

WHEREAS, Merging Limited Partnerships are Limited Partnerships duly organized and operating under the laws of the State of Delaware;

WHEREAS, Surviving Limited Partnership is a Limited Partnership duly organized and operating under the laws of the State of Florida;

WHEREAS, the General and Limited Partners of Merging Limited Partnerships and Surviving Limited Partnership deem it advisable and for the benefit of their respective Limited Partnerships that Merging Limited Partnerships be merged into Surviving Limited Partnership under the terms and conditions hereinafter set forth and General and Limited Partners have approved this Plan and Agreement of Merger (hereinafter the "Agreement");

NOW THEREFORE, Merging Limited Partnerships and Surviving Limited Partnership have agreed that pursuant to the Florida Uniform Limited Partnership Act and subject to the conditions hereinafter set forth, Merging Limited Partnerships shall be merged into Surviving Limited Partnership.

ARTICLE I

MERGER

At the time of the merger, as defined in Article V hereof, the following three Limited Partnerships shall merge:

SA FLA I L.P.
(Merging Delaware Limited Partnership)
And
SA FLA II L.P.
(Merging Delaware Limited Partnership)
into
SA FLA I LTD.,
(Surviving Florida Limited Partnership)

FILED
2009 OCT - 7 P 2:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The separate existence of Merging Limited Partnerships shall cease and Surviving Limited Partnership shall continue to exist by virtue of and shall be governed by the laws of the State of Florida with its present name.

ARTICLE II

TRANSFERS

At the time of the merger, Surviving Limited Partnership shall without further act or deed, own and possess all the property of every description, real, personal and mixed, of Merging Limited Partnerships as provided by the Florida Uniform Limited Partnership Act. Also, as provided by those laws, all rights of creditors and of any person dealing with either Merging Limited Partnership or Surviving Limited Partnership and all liens upon any property of Merging Limited Partnerships or Surviving Limited Partnership shall be preserved unimpaired by the merger, and all debts, liabilities, obligations and duties of Merging Limited Partnerships shall thenceforth attach to Surviving Limited Partnership and may be enforced against it to the same extent as if the same had been incurred by it.

ARTICLE III
APPROVAL OF MERGER

The Plan and Agreement of Merger was approved by the respective General and Limited Partners of Merging Limited Partnerships and Surviving Limited Partnership on September 21, 2004.

ARTICLE IV
PARTNERSHIP INTEREST CONVERSION

The manner and basis of converting the interests of each Limited Partnership into interests of the Surviving Limited Partnership is that each outstanding interest of the Merging Limited Partnerships shall be cancelled, the General Partner of the Surviving Limited Partnership shall continue to own a one (1%) percent interest in the Surviving Limited Partnership, and each Limited Partner of the Merging Limited Partnerships shall receive a Limited Partnership interest in the Surviving Limited Partnership based upon the relative value of such Limited Partner's interest in the Merging Limited Partnerships as determined by an appraisal to be prepared by an independent appraiser. It is the intent of the Partners that the "assets over" form as set forth in Treasury Regulation Section 1.708-1(c) apply. Furthermore, it is intended that SA FLA I L.P., (a Delaware Entity) be considered the "continuing entity" strictly for tax purposes such that the taxable year shall continue and the Federal ID number of such continuing entity shall continue to be used. Other than for tax purposes, the "continuing entity" shall be SA FLA I LTD. (a Florida Limited Partnership).

ARTICLE V
EFFECTIVE DATE

Subject to the provisions hereof, as soon as practicable after the adoption of this Agreement, the further procedures to effectuate the merger, specified by the Florida Uniform

FILED
2004 OCT - 7 PM 2:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Limited Partnership Act, to make the merger effective under Florida law shall be carried out and the merger shall become effective at, and the "time of merger" shall mean for purposes of this Agreement, the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE VI COUNTERPARTS

This Agreement may be executed in one or more counterparts and each such counterpart shall, for all purposes be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, this Agreement of Merger has been signed by the duly authorized representatives of the Merging and Surviving Limited Partnerships

FILED
2009 OCT - 13 P 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SA FLA I L.P.
(Merging Delaware Limited Partnership)

SA FLA II L.P.
(Merging Delaware Limited Partnership)

By: SA DEL I INC.

By: SA DEL II INC.

By: Scott H. Adams
Scott H. Adams, President

By: Shelagh M. Adams
Shelagh M. Adams, President

SA FLA I LTD
(The Surviving Florida Limited Partnership)

By: SA FLA I INC.

By: Scott H. Adams
Scott H. Adams, President