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MERGER OR SHARE EXCHANGE

SGL INVESTMENTS LIMITED PARTNERSHIP II

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ARTICLES OF MERGER

Pursuant to the provisions of Section 620.203 of the Florida Statutes, the undersigned limited partnerships hereby deliver the following Articles of Merger for the purposes of merging SGL INVESTMENTS LIMITED PARTNERSHIP II, a Nevada limited partnership ("SGL II—Nevada"), into SGL INVESTMENTS LIMITED PARTNERSHIP II, a Florida limited partnership ("SGL II—Florida"). SGL II—Florida is sometimes referred to herein as the "Surviving Partnership".

1. A copy of the Plan of Merger adopted by the constituent partnerships (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by SGL II—Florida in accordance with the applicable provisions of the Florida Revised Uniform Limited Partnership Act.
3. Quantum Capital Partners, Inc., a Florida corporation and the sole general partner of SGL II—Florida, consented in writing to be the general partner of the Surviving Partnership pursuant to Section 620.202(2) of the Florida Statutes.
4. The Plan was approved by SGL II—Nevada in accordance with the applicable provisions of the Nevada Revised Statutes.
5. The merger shall be effective upon the filing of these Articles of Merger.

SGL II—Nevada:

SGL INVESTMENTS LIMITED PARTNERSHIP II,
a Nevada limited partnership

By: QUANTUM CAPITAL PARTNERS, INC.,
a Florida corporation, its sole general partner

By:

Stuart G. Lasher, President

11/02/04
Date

SGL II—Florida:

SGL INVESTMENTS LIMITED PARTNERSHIP II,
a Florida limited partnership

By: QUANTUM CAPITAL PARTNERS, INC.,
a Florida corporation, its sole general partner

By:

Stuart G. Lasher, President

11/02/04
Date

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PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by SGL INVESTMENTS LIMITED PARTNERSHIP II, a Nevada limited partnership ("SGL II—Nevada"), and SGL INVESTMENTS LIMITED PARTNERSHIP II, a Florida limited partnership ("SGL II—Florida"), for the purpose of merging SGL II—Nevada with and into SGL II—Florida pursuant to Section 92A.190 of the Nevada Revised Statutes ("NRS") and Section 620.201 of the Florida Statutes ("FS"). SGL II—Florida is sometimes referred to herein as the "Surviving Partnership".

1. Terms and Conditions of the Merger. At the Effective Time (as defined herein), SGL II—Nevada will be merged with and into SGL II—Florida pursuant to and in accordance with the provisions of NRS § 92A.190 and FS § 620.201, in a transaction intended to qualify as an "assets over" form of merger for Federal income tax purposes, with SGL II—Nevada being treated as the "continuing" partnership, as those terms are defined in 26 CFR § 1.708-1(c) (the "Merger").
2. Parties to the Merger. The name, address and jurisdiction of organization and governing law of each party to the Merger are:

SGL Investments Limited Partnership II,
a Nevada limited partnership
6100 Neil Road
Suite 500
Reno, Nevada 89511

SGL Investments Limited Partnership II,
a Florida limited partnership
339 South Plant Avenue
Tampa, Florida 33606

3. Surviving Entity. The name, jurisdiction of organization and kind of entity that will survive the Merger are:

SGL Investments Limited Partnership II,
a Florida limited partnership

4. Treatment of Partnership Interests. Each partnership interest of SGL II—Florida issued and outstanding immediately prior to the Effective Time will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each partnership interest of SGL II—Nevada issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.
5. General Partner. The name, business address and Florida registration number of the general partner of the Surviving Partnership are:

Quantum Capital Partners, Inc.
339 South Plant Avenue
Tampa, Florida 33606
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Exhibit A

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6. Certificate of Limited Partnership; Partnership Agreement. The Certificate of Limited Partnership and Partnership Agreement of SGL II—Florida, as in effect immediately prior to the Effective Time, shall be the Certificate of Limited Partnership and Partnership Agreement of Surviving Partnership until amended.
7. Abandonment of Merger. The parties to this Plan may abandon the Merger at any time prior to the Effective Time.
8. Effective Time. The Merger shall be effective upon the filing of the Articles of Merger (the "Effective Time").

IN WITNESS WHEREOF, the parties have adopted this PLAN OF MERGER on the dates indicated below.

SGL II—Nevada:

SGL INVESTMENTS LIMITED PARTNERSHIP II,
a Nevada limited partnership

By: QUANTUM CAPITAL PARTNERS, INC.,
a Florida corporation, its sole general partner

By:


Stuart G. Lasher, President

11/02/04
Date

SGL II—Florida:

SGL INVESTMENTS LIMITED PARTNERSHIP II,
a Florida limited partnership

By: QUANTUM CAPITAL PARTNERS, INC.,
a Florida corporation, its sole general partner

By:


Stuart G. Lasher, President

11/02/04
Date

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