

**A05000001511**

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**TALLAHASSEE, FLORIDA**

**MERGER OR SHARE EXCHANGE**

**SECOND WORTH AVENUE PARTNERSHIP, LTD.**

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**J. BRYAN SEP 1 2005**

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### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Second Worth Company, LLC</u> <u>c/o The Goodman Company</u> <u>777 So. Flagler Drive</u> <u>West Palm Beach, FL 33403</u>	<u>Delaware</u>	<u>LLC</u>
Florida Document/Registration Number: <u>M05000004723</u>	FEI Number: <u>179 34 5</u>	
2. _____	_____	_____
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(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Second Worth Avenue Partnership, Lcd</u>	<u>Florida</u>	<u>Partnership</u>
<u>c/o The Goodman Company</u>		
<u>777 South Flagler Drive</u>		
<u>West Palm Beach, FL 33401</u>		
<u>Florida Document/Registration Number: A05000001511</u>		<u>FBI Number: 179 24 5760</u>

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**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entry(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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### PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Second Worth Company, LLC	Delaware

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**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Second Worth Avenue Partnership, Ltd.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

The Interest of Second Worth Avenue Partnership, Ltd., as member of Second Worth Company, LLC is extinguished by virtue of the partnership being the surviving entity.

*(Attach additional sheet(s) if necessary)*

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**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows;

Not applicable; no rights to acquire interests, shares obligations or other securities are involved.

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B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

North Worth, LLC  
c/o The Goodman Company  
777 South Flagler Drive  
West Palm Beach, FL 33401

If General Partner is a Non-Individual,

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**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

*(Attach additional sheet(s) if necessary)*

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