



A96000002439

ACCOUNT NO. : 072100000032

REFERENCE : 532458 169624A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia K.

ORDER DATE : December 29, 1999

105.00

ORDER TIME : 10:56 AM

ORDER NO. : 532458-010

100003084931--8

CUSTOMER NO: 169624A

CUSTOMER: Mr. William O'Neill
Buckingham Doolittle &
5551 Ridgewood Drive
Suite 201
Naples, FL 33963

ARTICLES OF MERGER

9 w. post

FBFS, LIMITED

INTO

FBFS LIMITED

(S)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

FILE 2ND**

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

12/30/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 3:34
RECEIVED
99 DEC 30 PM 12:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 3:34

MERGING:

FBFS, LIMITED, A FLORIDA LIMITED PARTNERSHIP, (A96000002439)

INTO

FBFS LIMITED, an Ohio entity not qualified in Florida.

File date: December 30, 1999

Corporate Specialist: Buck Kohr

Account number: 072100000032

Account charged: 105.00

ARTICLES OF MERGER
OF
FBFS, LIMITED, A FLORIDA LIMITED PARTNERSHIP
WITH AND INTO
FBFS LIMITED, AN OHIO LIMITED PARTNERSHIP

FILED STATE
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
99 DEC 30 PM 3:34

The following Articles of Merger are being submitted in accordance with § 620.203, Florida Statutes and relevant provisions of the Ohio Revised Code, the undersigned limited partnerships, FBFS, Limited, a Florida limited partnership (hereinafter referred to as "Merging Entity"), and FBFS, Limited, an Ohio limited partnership (hereinafter referred to as "Surviving Entity"), have adopted the following Articles of Merger for the purpose of merging Merging Entity with and into Surviving Entity (the "Merger"):

Article I

The Merging Entity, a Florida limited partnership, is FBFS, Limited, with a business address of 875 E. Camino Real, Boca Raton, Florida 33432, its Florida Document/Registration Number is A96000002439, and its FEI Number is 65-0724630.

Article II

The Surviving Entity, an Ohio limited partnership, is FBFS, Limited, with a business address of 143 N. Market Street, Wooster, Ohio 44691, and its FEI Number is 65-0724630.

Article III

The Plan of Merger setting forth the terms and conditions of the Merger (the "Plan") meets the requirements of § 620.201, Florida Statutes, and was approved by each limited

partnership that is a party to the Merger in accordance with Chapter 620, Florida Statutes, and is attached hereto as Exhibit A and incorporated herein by reference.

Article IV

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 partners of the Merging Entity.

Article V

The Surviving Entity agrees to pay the dissenting partners of Merging Entity the amount, if any, to which they are entitled under § 620.205, Florida Statutes.

Article VI

The Surviving Entity has obtained the written consent of each person that as a result of the merger is now a general partner of the Surviving Entity pursuant to § 620.202(2), Florida Statutes.

Article VII

The Articles of Merger shall be filed with the Secretary of State of Ohio and Florida. The Merger shall be effective on December 30, 1999 or the date of filing of these Articles, whichever is later.

Article VIII

The partners of Surviving Entity adopted the Plan by unanimous consent on December 28, 1999.

The partners of Merging Entity adopted the Plan by unanimous consent on December 28, 1999.

RECEIVED
CLERK OF STATE
99 DEC 30 PM 3:34
CORPORATIONS

Article IX

The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership that is a party to the Merger.

Article X

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

[BALANCE OF PAGE IS BLANK.]
[SIGNATURES APPEAR ON NEXT SEVERAL PAGES IN COUNTERPARTS.]

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 3:34

SECRET
DIVISION OF CORPORATIONS
99 DEC 30 PM 3:34

IN WITNESS WHEREOF, each of the undersigned limited partnerships has caused these Articles of Merger to be executed as of December 28, 1999.

FBFS, Limited, an Ohio limited partnership

By: Robert W. Briggs
Robert W. Briggs, General Partner

FBFS, Limited, a Florida limited partnership

By: Robert W. Briggs
Robert W. Briggs, General Partner

By: _____
David M. Briggs, General Partner

By: _____
David M. Briggs, General Partner

By: _____
Frances G. Shoolroy, General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 3:34

IN WITNESS WHEREOF, each of the undersigned limited partnerships has caused these Articles of Merger to be executed as of December 28, 1999.

FBFS, Limited, an Ohio limited partnership

FBFS, Limited, a Florida limited partnership

By: _____
Robert W. Briggs, General Partner

By: _____
Robert W. Briggs, General Partner

By: David M. Briggs
David M. Briggs, General Partner

By: David M. Briggs
David M. Briggs, General Partner

By: Frances G. Shoolroy
Frances G. Shoolroy, General Partner

«NAP:19242_1»

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 3:34

EXHIBIT A
PLAN OF MERGER
OF
FBFS, LIMITED, A FLORIDA LIMITED PARTNERSHIP
WITH AND INTO
FBFS, LIMITED, AN OHIO LIMITED PARTNERSHIP

The following Plan of Merger, which was adopted and approved by each party to the Merger in accordance with § 620.202, Florida Statutes, is being submitted in accordance with § 620.201, Florida Statutes and relevant provisions of Ohio law.

1. The exact name and jurisdiction of the merging entity ("Merging Entity") is FBFS, Limited, a Florida limited partnership.
2. The exact name and jurisdiction of the surviving entity ("Surviving Entity") is FBFS, Limited, an Ohio limited partnership.
3. The terms and conditions of the merger are as follows: Each limited partnership interest in the Merging Entity shall be exchanged for a limited partnership interest having the same rights and privileges in the Surviving Entity.

The general partnership interest held by Frances G. Shoolroy will be exchanged for a limited partnership interest having a 0.5% share in all items of partnership gain, loss, deduction, credit and all rights to distributions.

The remaining general partnership interests will be exchanged for general partnership interests in the Surviving Entity with the same rights to share in partnership gain,

loss, deduction, credit and distributions and the same voting and management rights as the general partner interests now held in the Merging Entity.

4. The manner and basis of converting the interests, shares, obligations or other securities of each merged entity into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: Conversion shall occur automatically as a result of the Merger.

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged entity 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: There are no such rights outstanding. If there were, they would automatically be converted to a right to acquire an equal interest in the Surviving Entity.

5. The names and addresses of the General Partners of the Surviving Entity are as follows: Robert W. Briggs, Buckingham, Doolittle & Burroughs, LLP, 50 S. Main Street, Akron, Ohio 44308; and David M. Briggs, 143 N. Market Street, Wooster, Ohio 44691.

6. The Merger shall be effective on December 30, 1999, or the date of filing of the Articles of Merger whichever is later.

99 DEC 30 PM 3:34
CLERK OF COURT
STATE OF OHIO
CORPORATIONS