



THE UNITED STATES  
CORPORATION  
COMPANY

# A97000001527

ACCOUNT NO. : 072100000032

REFERENCE : 537490 4307846

AUTHORIZATION :

COST LIMIT : \$ 105.00

FILED  
01 DEC 27 PM 5:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 2001

ORDER TIME : 10:0 AM

ORDER NO. : 537490-010

CUSTOMER NO: 4307846

800004740988--5

CUSTOMER: Marlene Katz, Legal Assistant  
Crosby Heafey Roach & May  
Suite 2000  
Two Embarcadero Center  
San Francisco, CA 94111-4106

ARTICLES OF MERGER

PRESSER FAMILY LIMITED  
PARTNERSHIP

INTO :

PRESSER FAMILY LIMITED  
PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
01 DEC 27 AM 10:31  
DIVISION OF CORPORATION  
BX

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PRESSER FAMILY LIMITED PARTNERSHIP (A97000001527), A

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TALLAHASSEE, FLORIDA

INTO

**PRESSER FAMILY LIMITED PARTNERSHIP**, a California entity not qualified in  
Florida.

File date: December 27, 2001

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 105.00

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

THE PRESSER FAMILY LIMITED PARTNERSHIP

Pursuant to section 620.203, Florida Statutes, the following articles of merger are being submitted:

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

| <u>Name and Street Address</u>                                                | <u>Jurisdiction</u> | <u>Entity Type</u>  |
|-------------------------------------------------------------------------------|---------------------|---------------------|
| Presser Family Limited Partnership<br>7020 S.W. 100 Street<br>Miami, FL 33156 | Florida             | Limited Partnership |

A970000015 27

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

| <u>Name and Street Address</u>                                             | <u>Jurisdiction</u> | <u>Entity Type</u>  |
|----------------------------------------------------------------------------|---------------------|---------------------|
| Presser Family Limited Partnership<br>24800 Highway 1<br>Tomales, CA 94971 | California          | Limited Partnership |

A

**THIRD:** The attached Plan of Merger meets the requirements of section 620.201, Florida Statutes, and was approved by each domestic partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** The surviving entity hereby appoints the Florida Secretary 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 of the domestic limited partnership that is a party to the merger.

**SIXTH:** The surviving entity agrees to pay the dissenting partners of the domestic limited partnership that is a party to the merger the amount, if any, to which they are entitled.

**SEVENTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

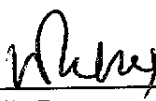
**EIGHTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**NINTH: Signature of the General Manager for Each Party**

The Presser Family Corp. (CA)

By:   
Jorge I. Presser,  
President

The Presser Family Corp. (FL)

By:   
Jorge I. Presser,  
President

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## PLAN OF MERGER

This Plan of Merger is entered into between the Presser Family Limited Family Partnership, a California Partnership (herein "Surviving Partnership") and Presser Family Corp, a Florida Partnership herein ("Merging Partnership").

1. Merging Partnership shall be merged into Surviving Partnership.
2. The outstanding interests of Merging Partnership shall be cancelled without consideration and each partner of Merging Partnership shall receive an equal interest in the Surviving Partnership.
3. The outstanding interests of Surviving Partnership shall remain outstanding and are not affected by the merger.
4. The name and address of the General Partner in the Surviving Partnership is as follows:

THE PRESSER FAMILY CORP.  
P.O. Box 132  
Tomas, CA 94971

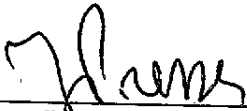
5. Merging Partnership shall from time to time, as and when requested by Surviving Partnership, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

### SURVIVING PARTNERSHIP

Presser Family Limited Family Partnership

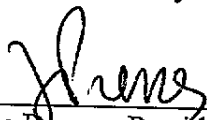
By: Presser Family Corp.

  
\_\_\_\_\_  
Jorge Presser, President

### MERGING PARTNERSHIP

Presser Family Limited Family Partnership

By: Presser Family Corp.

  
\_\_\_\_\_  
Jorge Presser, President

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