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REFERENCE: 0168. 6593

DATE: 4-29-99

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: SC Limited Partnership

STATE FEES PREPAID WITH CHECK # 4807 FOR \$ 166.25

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- ARTICLES OF INC.
- AMENDMENT
- DISSOLUTION
- ANNUAL REPORT
- MERGER
- WITHDRAWAL
- QUALIFICATION
- LIMITED PARTNERSHIP
- ANNUAL REPORT
- FICTITIOUS NAME
- LIMITED LIABILITY
- REINSTATEMENT
- TRADEMARK/SERVICE
- UCC-1
- UCC-3

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AK 4/29/99

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

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MERGING:

5C LIMITED PARTNERSHIP, A MINNESOTA L.P. (NOT QUALIFIED IN
FLORIDA)

INTO

5C LIMITED PARTNERSHIP OF CENTRAL FLORIDA, a Florida entity,
A99000000706

File date: April 29, 1999

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER

OF

5c LIMITED PARTNERSHIP, a Minnesota Limited Partnership

INTO

5c LIMITED PARTNERSHIP OF CENTRAL FLORIDA, a Florida Limited Partnership

A99000000766

Pursuant to the provisions of Chapter 620 of the Florida Statutes, the Florida Uniform Limited Partnership Act (the "Florida Partnership Act"), and Section 323A of the Minnesota Statutes (the "Minnesota Statutes"), 5c LIMITED PARTNERSHIP OF CENTRAL FLORIDA, A and 5c LIMITED PARTNERSHIP OF CENTRAL FLORIDA, A and 5c LIMITED PARTNERSHIP, a Minnesota Limited Partnership desire to merge the two limited partnerships into one of such limited partnerships. In accordance with applicable law, the parties hereby adopt the following Articles of Merger:

ARTICLE I

CONSTITUENT LIMITED PARTNERSHIPS

The parties to these Articles (the "Merging Limited Partnerships") are as follows:

- A. 5c LIMITED PARTNERSHIP, a Minnesota Limited Partnership ("Minnesota 5c"),
- B. 5c LIMITED PARTNERSHIP OF CENTRAL FLORIDA, A ("Florida 5c").
FLORIDA LIMITED PARTNERSHIP

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ARTICLE II

SURVIVING LIMITED PARTNERSHIP

Minnesota 5c shall be merged into Florida 5c, whereupon as of the effective date of merger the name of the surviving limited partnership shall be 5c LIMITED PARTNERSHIP OF CENTRAL FLORIDA, A FLORIDA LIMITED PARTNERSHIP (hereinafter "the Surviving Limited Partnership"). The Surviving Limited Partnership is a Florida Limited Partnership governed by the provisions of Chapter 620 of the Florida Statutes.

ARTICLE III

PLAN OF MERGER

The Agreement and Plan of Merger attached to these Articles of Merger as Attachment A (the "Plan") was approved by each of the Merging Limited Partnerships as follows:

A. Florida 5c approved and adopted the Plan of Merger pursuant to the unanimous vote of all of the general partners of Florida 5c and all of the limited partners. Such vote was taken as of April 26, 1999 in accordance with the applicable provisions of Chapter 620 and the partnership agreement of Florida 5c.

B. Minnesota 5c approved and adopted the Plan of Merger pursuant to a vote of the general partner and all of the limited partners as of April 26, 1999 in accordance with applicable Minnesota law and the partnership agreement of Minnesota 5c.

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ARTICLE IV

CONSENT OF GENERAL PARTNER

Marshall Chernin, as the general partner of the Surviving Limited Partnership, hereby consents pursuant to Florida Statutes 620.202, (a) to the merger referenced herein and (b) to be the general partner of the Surviving Limited Partnership (Florida 5c).

ARTICLE V

EFFECT OF MERGER

The effect of the merger shall be as follows:

1. The separate existence of Florida 5c and Minnesota 5c shall cease and the Surviving Limited Partnership (Florida 5c) shall possess all of the rights, privileges, immunities and franchises, of a public and private nature, of each of the Merging Limited Partnerships; and all property, real, personal, tangible and intangible, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Merging Limited Partnerships, shall be taken and deemed to be transferred to and vested in the Surviving Limited Partnership without further act or deed and the title to any real property, or any interest therein, vested in either of the Merging Limited Partnerships shall not revert or be in any way impaired by reason of such merger.

2. At the Effective Date as defined in Article VI hereof, the Surviving Limited Partnership (Florida 5c) shall become and be responsible for all liabilities and obligations of both Florida 5c and Minnesota 5c. Any claim, action or proceeding pending by or against either of the Merging Limited Partnerships may be prosecuted as if the merger had not taken place or the

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Surviving Limited Partnership may be substituted in the place of the party claimed against. The effect of the merger between the parties to this merger shall otherwise be controlled by the provisions of Chapter 620 of the Florida Statutes and Section 232A of the Minnesota Statutes.

ARTICLE V

EFFECTIVE DATE OF MERGER

The effective date of the merger (the "Effective Date") shall be the date on which these Articles of Merger are filed with the Secretary of State for the State of Florida.

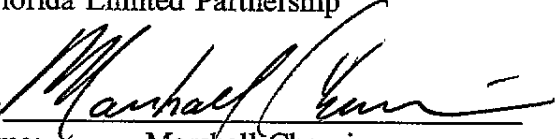
ARTICLE IX

REGISTERED AGENT

The registered agent for Florida 5c, L. DAVID SHEAR, ESQUIRE, and the Registered Office of Shear, Newman, Hahn & Rosenkranz, P.A., 201 E. Kennedy Boulevard, Suite 1000, Tampa, FL 33602, for Florida law purposes shall be the Registered Agent and Registered Office of the Surviving Limited Partnership.

IN WITNESS WHEREOF, Minnesota 5c and Florida 5c have each caused these Articles of Merger to be executed in quadruplicate by their respective duly authorized general partner as of the 28th day of April, 1999.

5c LIMITED PARTNERSHIP of Central Florida
a Florida Limited Partnership

By: 
Name: Marshall Chernin
As Its: General Partner

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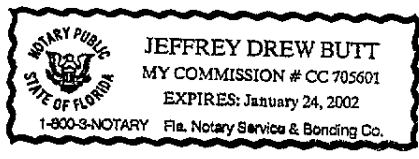
5c LIMITED PARTNERSHIP,
a Minnesota Limited Partnership

By: Marshall Chernin
Name: Marshall Chernin
As Its: General Partner

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I, an officer authorized to take acknowledgments according to the laws of the State of Florida, duly qualified and acting, HEREBY CERTIFY that before me personally appeared MARSHALL CHERNIN, as General Partner of 5c LIMITED PARTNERSHIP of Central Florida, Limited Partnership to me known to be the person who signed the foregoing instrument as such general partner and severally acknowledged the execution thereof to be his free act and deed as such general partner for the uses and purposes therein mentioned, and that the said instrument is the act and deed of said limited partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Tampa said County and State, this 28th day of April, 1999.



Jeffrey Drew Butt
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

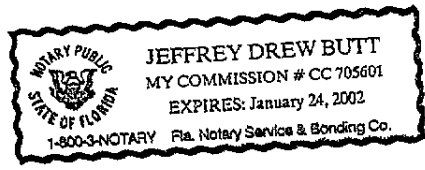
I, an officer authorized to take acknowledgments according to the laws of the State of Florida, duly qualified and acting, HEREBY CERTIFY that before me personally appeared MARSHALL CHERNIN, as General Partner of 5c LIMITED PARTNERSHIP, a Minnesota

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Limited Partnership to me known to be the person who signed the foregoing instrument as such general partner and severally acknowledged the execution thereof to be his free act and deed as such general partner for the uses and purposes therein mentioned, and that the said instrument is the act and deed of said limited partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Tampa, said County and State, this 28th day of April, 1999.

Jeffrey Drew Butt
Notary Public
My Commission Expires:



Attachment #

PLAN OF MERGER

THIS PLAN OF MERGER is hereby adopted this 28th day of April, 1999, by 5c Limited Partnership, a Minnesota Limited Partnership ("Minnesota 5c"), and 5c Limited Partnership a Florida Limited Partnership ("Florida 5c"), said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

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Central Florida

WHEREAS, the general Partner of Minnesota 5c and the general partner of Florida 5c deem it advisable that Minnesota 5c be merged into Florida 5c (the "Surviving Entity") under the laws of the State of Florida in the manner provided therefor pursuant to Chapter 620 of the statutes of the State of Florida;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. Agreement to merge. The Constituent Entities hereby agree that Minnesota 5c shall be merged into Florida 5c.

2. Name of Merged Entity. The name of the Surviving Entity shall be "5c Limited Partnership of Central Florida

3. Place of office of Surviving Entity. The principal office of the Surviving Entity shall be located at 571 West Kings Highway, Center Hill, Florida 33514.

4. Purpose of Surviving Entity. The purpose of the Surviving Entity is to engage in any lawful act or activity for which limited partnerships may be formed under the laws of the State of Florida.

5. Name and Address of General Partner. The name and business address of the General Partner is:

Marshall Chernin
707 Seagate Drive
Tampa, Florida 33602

6. Name and Resident Agent. L. David Shear shall serve as the Surviving Entity's registered agent to accept serve of process. The Registered Office of the registered agent is located at 201 E. Kennedy Blvd., Suite 1000, Tampa, Florida 33602.

7. Mode of Effecting Merger. The merger will be effectuated by the transfer of all partnership interests held by the partners (whether general or limited) of Minnesota 5c to the equivalent partnership interests in Florida 5c.

8. Certificate of Limited Partnership. There shall be no changes or amendments to the Surviving Entity's Certificate of Limited Partnership as a result of this Plan of Merger.

9. Limited Partnership Agreement. The Limited Partnership Agreement of Florida 5c shall be the Limited Partnership Agreement of the Surviving Entity.

10. Effective date of plan. This Plan shall become effective on the effective date of the filing of the Articles of Merger with the office of the Secretary of State of Florida. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Articles of Merger is attached hereto as Exhibit A and is made a part hereof.

11. Right to Abandon Merger. The general partner of Minnesota 5c and the general partner of Florida 5c shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by their respective general partners.

5c Limited Partnership,
a Minnesota Limited Partnership

By: 
Marshall Chernin, General Partner

5c Limited Partnership,
a Florida Limited Partnership

By: 
Marshall Chernin, General partner

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