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December 19, 2001

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Attn: Michael Mays
409 E. Gaines Street
Tallahassee, FL 32399

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****113.75 ****113.75

Re: Articles of Merger merging
Secure Title Partners of Pinellas II, Ltd. A99-1286
and Secure Title Partners of Hillsborough, Ltd. A99-1285
into Secure Title Partners of Pinellas, Ltd. A99-1286 799

Dear Mr. Mays:

We are forwarding the enclosed documents to your attention for filing pursuant to your phone conversations with Terry Seemann in this office:

1. Articles of Merger;
2. Plan of Merger;
3. Letter to Secretary of State requesting corporate name; and
4. Check in the amount of \$113.75 for the filing fee and certificate of status.

You and your supervisor reviewed drafts of these documents last week, and advised that the surviving entity would be allowed to use the name "Secure Title, Ltd.," effective on the effective date of the merger (January 1, 2002). If this is not the case, please call me prior to filing the Articles of Merger.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

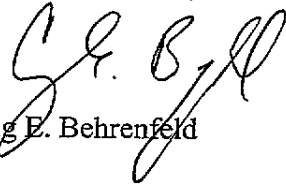
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Florida Secretary of State
December 19, 2001
Page 2

Thank you for your assistance in this matter.

Sincerely,

BARNETT, BOLT, KIRKWOOD & LONG



Craig E. Behrenfeld

CEB/tls
Enclosures

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
MERGING SECURE TITLE PARTNERS OF PINELLAS II, LTD.,
AND SECURE TITLE PARTNERS OF HILLSBOROUGH, LTD.,
INTO SECURE TITLE PARTNERS OF PINELLAS, LTD.**

Pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986) (the "*Act*"), the undersigned Florida limited partnerships hereby deliver these Articles of Merger for the purpose of merging Secure Title Partners of Pinellas II, Ltd., and Secure Title Partners of Hillsborough, Ltd., into Secure Title Partners of Pinellas, Ltd. (the "*Merger*").

1. A copy of the Plan of Merger is (the "*Plan*") is attached as *Exhibit A* to these Articles of Merger.
2. The Plan was approved by the partners of each of Secure Title Partners of Pinellas II, Ltd., Secure Title Partners of Hillsborough, Ltd., and Secure Title Partners of Pinellas, Ltd., in accordance with the provisions of Section 620.202 of the Act.
3. The written consent of each person who, as a result of the Merger, becomes a general partner of the surviving entity has been obtained in accordance with the provisions of Section 620.202(2)
4. The Merger shall be effective on January 1, 2002.

**SECURE TITLE PARTNERS
OF PINELLAS, LTD.**

By: SECURE FINANCIAL, INC.,
its sole General Partner

By: Terry M. Skocher 12-18-01
Terry M. Skocher, President Date

**SECURE TITLE PARTNERS
OF PINELLAS II, LTD.**

By: SECURE FINANCIAL, INC.,
its sole General Partner

By: Terry M. Skocher 12-18-01
Terry M. Skocher, President Date

**SECURE TITLE PARTNERS
OF HILLSBOROUGH, LTD.**

By: SECURE FINANCIAL, INC.,
its sole General Partner

By: Terry M. Skocher 12-18-01
Terry M. Skocher, President Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This **PLAN OF MERGER** (this "**Plan**") is hereby adopted by **SECURE TITLE PARTNERS OF PINELLAS, LTD.**, a Florida limited partnership ("**Pinellas I**"), **SECURE TITLE PARTNERS OF PINELLAS II, LTD.**, a Florida limited partnership ("**Pinellas II**"), and **SECURE TITLE PARTNERS OF HILLSBOROUGH, LTD.**, a Florida limited partnership ("**Hillsborough**"), for the purpose of merging Pinellas II and Hillsborough into Pinellas I in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) (the "**Act**"). Pinellas I is sometimes referred to herein as the "**Surviving Entity**".

1. **Merger.** Effective as of January 1, 2002 (the "**Effective Date**"), Pinellas II and Hillsborough will be merged with and into Pinellas I, pursuant to and in accordance with Section 620.201(2) of the Act (the "**Merger**"). As a result of the Merger, the separate existence of Pinellas II and Hillsborough will cease, and Pinellas I, as the Surviving Entity, will be fully vested in the rights, privileges and assets of Pinellas II and Hillsborough, and will be responsible for the debts, liabilities and obligations of Pinellas II and Hillsborough.

2. **Treatment of Existing Partnership Units.** Each partnership Unit of Pinellas I issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each partnership Unit of Pinellas II and Hillsborough issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be converted into one (1) issued and outstanding Unit of the Surviving Entity.

3. **General Partner of the Surviving Entity.** Secure Financial, Inc., a Florida corporation having a business address located at 3281 State Road 584, Palm Harbor, Florida 34684, will be sole general partner of the Surviving Entity.

4. **Amendment of Certificate of Limited Partnership.** Paragraph 1 of the Certificate of Limited Partnership of the Surviving Entity is hereby amended to provide that the name of the Surviving Entity is "Secure Title, Ltd.". The foregoing amendment will be effective on the effective date of the Merger.

SECURE TITLE PARTNERS OF PINELLAS, LTD.

By: **SECURE FINANCIAL, INC.**,
its sole General Partner

By: Terry M. Skocher 12.18.01
Terry M. Skocher, President Date

SECURE TITLE PARTNERS OF PINELLAS II, LTD.

By: **SECURE FINANCIAL, INC.**,
its sole General Partner

By: Terry M. Skocher 12.18.01
Terry M. Skocher, President Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECURE TITLE PARTNERS OF HILLSBOROUGH, LTD.

By: **SECURE FINANCIAL, INC.**,
its sole General Partner

By: Terry M. Skocher 12.18.01
Terry M. Skocher, President Date