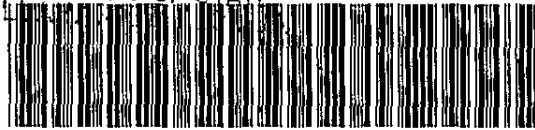


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SECRETARY OF STATE



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 3, 2004

VIA FEDERAL EXPRESS

Division of Corporations
4090 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger

Dear Sir or Madam:

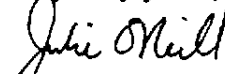
I enclose herewith for filing Articles of Merger with respect to the Parker Family Limited Partnership (Massachusetts) and the 2004 Parker Family Limited Partnership (Florida), as well as a check in the amount of \$105 for the filing fee. Please file accordingly.

Please file this document as soon as possible, as we have provided in the document for an effective date of June 8, 2004.

Please be so kind as to date-stamp the enclosed additional copy of this letter and return it to me in the enclosed, self-addressed, stamped envelope as an acknowledgment.

Thank you for your assistance.

Very truly yours,


Julia K. O'Neill

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and 609.203, 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. Parker Family Limited Partnership - 253 Meadowbrook Road Weston MA 02193	MA	Limited Partnership
Florida Document/Registration Number: n/a		FEI Number: 04-3323886
2. 2004 Parker Family Limited Partnership 3121 Polo Drive Gulf Stream FL 33483	FL	Limited Partnership
Florida Document/Registration Number: A04000000854		FEI Number: 04-3323886
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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

Name and Street Address

2004 Parker Family Limited Partnership

3121 Polo Drive

Gulf Stream FL 33483

Jurisdiction

FL

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TALLAHASSEE, FLORIDA
Entity Type
Limited Partnership

Florida Document/Registration Number: A04000000854

FEI Number: 04-3323886

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 entity(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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TALLAHASSEE, FLORIDA

OR

June 8, 2004

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Signature(s)

Typed or Printed Name of Individual

Jeffrey P. Barker

Jeffrey P. Parker, Manager of Private
Equity Investments, LLC, General
Partner of Parker Family Limited
Partnership

Jeffrey P. Parker

**Jeffrey P. Parker, Manager of Private
Equity Investments, LLC, General
Partner of 2004 Parker Family Limited
Partnership**

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

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TREASURER
FLORIDA

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>
Parker Family Limited Partnership	Massachusetts
2004 Parker Family Limited Partnership	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
2004 Parker Family Limited Partnership	Florida

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

See attached Exhibit A, incorporated herein by reference.

(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:

At the effective time of the merger (the "Effective Time"), each general and limited partnership interest in Parker Family Limited Partnership ("Oldco") outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into and become a general or limited partnership interest, as the case may be, in 2004 Parker Family Limited Partnership ("Newco"), with the same percentage interest in Newco as such interest carried in Oldco.

- 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:

Not applicable.

(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)

Private Equity Investments, LLC
3121 Polo Drive
Gulf Stream, FL 33483

If General Partner is a Non-Individual,
Florida Document/Registration Number

L04000036568

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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:

Not applicable.

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TALLAHASSEE, FLORIDA

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:

None

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

None

(Attach additional sheet(s) if necessary)

EXHIBIT A TO ITEM THIRD OF PLAN OF MERGER

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TERMS AND CONDITIONS OF MERGER

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These Terms and Conditions of Merger are set forth with respect to an Agreement and Plan of Merger (hereinafter "Agreement") entered into as of the 3d day of June, 2004, by and between Parker Family Limited Partnership, a Massachusetts limited partnership (hereinafter "Oldco"); and 2004 Parker Family Limited Partnership, a Florida limited partnership (hereinafter "Newco"), and each of such parties' general partners and limited partners.

The Terms and Conditions of the Merger are as follows:

ARTICLE I

Merger

1.1 Merger. Subject to the terms and conditions of the Agreement, Oldco shall be merged (hereinafter the "Merger") with and into Newco in accordance with the Massachusetts Uniform Limited Partnership Act (hereinafter "Massachusetts Law") and the Florida Revised Uniform Limited Partnership Act (hereinafter "Florida Law"), the separate existence of Oldco shall cease and Newco shall be the surviving limited partnership (hereinafter sometimes referred to as the "Surviving LP") existing under Florida Law. The Surviving LP shall succeed, to the full extent permitted by law, to all the rights, assets, liabilities and obligations of Oldco.

1.2 Effective Time. The Merger shall become effective (hereinafter the "Effective Time") on June 8, 2004.

ARTICLE II

Name, Certificate of Limited Partnership, Limited Partnership Agreement,
General and Limited Partners of the Surviving LP

2.1 Florida Surviving LP. The Surviving LP shall be Newco.

2.2 Certificate of Limited Partnership. The Certificate of Limited Partnership of Newco in effect immediately prior to the Effective Time shall be the Certificate of Limited Partnership of the Surviving LP after the effective time until further amended thereafter as provided therein or by law.

2.3 Limited Partnership Agreement. The Agreement of Limited Partnership of Newco in effect immediately prior to the Effective Time shall be the Agreement of Limited Partnership of the Surviving LP after the Effective Time until amended thereafter as provided therein or by law.

2.4 General and Limited Partners. Until their cessation or substitution as partners, subject to the Agreement of Limited Partnership of the Surviving LP, the general and limited partners of the Surviving LP after the Effective Time shall be as follows:

General Partner: Private Equity Investments, LLC (a Florida limited liability company); 1% interest

Limited Partners: Jeffrey P. Parker; 79% interest
Lisa P. Haggerty; 5% interest
Lora P. Parker; 5% interest
Jennie L. Parker; 5% interest
Jeffrey P. Parker, Jr.; 5% interest

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ARTICLE III

Conversion

At the Effective Time, each general and limited partnership interest in Oldco outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become a general or limited partnership interest, as the case may be, in Newco, with the same percentage interest in Newco as such interest carried in Oldco.

ARTICLE IV

General

4.1 Termination and Abandonment. At any time prior to consummation of the Merger, the Agreement may be terminated and the Merger abandoned by the General Partner of Oldco notwithstanding approval of the Agreement by the partners of Oldco or of Newco.

4.2 Amendment. The Agreement may be amended at any time prior to the Effective Time with the mutual consent of the partners of Oldco and Newco.

4.3 Inurement. The Agreement shall inure to the benefit of, and be binding upon, the parties hereto and their respective successors and assigns (including successive, as well as immediate, successors and assigns).

4.4 Headings. The headings set forth herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of the Agreement.

4.5 Counterparts. The Agreement may be executed in two or more counterparts, each of which shall constitute an original, and all of which, when taken together, shall constitute one and the same instrument.

4.6 Governing Law. The Agreement shall be governed by and construed in accordance with the laws of Florida, except to the extent the laws of Massachusetts shall mandatorily apply to the Merger.

4.7 Further Assurances. The Surviving LP, through its general partner, is hereby authorized in the name of Oldco or Newco to execute, acknowledge and deliver all instruments of further assurance and to do all such acts and things as it may, at any time, deem necessary or desirable to vest in the Surviving LP any property or rights to Oldco, or to carry out any of the purposes expressed in the Agreement. The parties hereto each agree to execute such other documents or agreements and obtain such approvals as may be necessary or desirable for the implementations of the Agreement and the consummation of the transaction contemplated hereby.

END

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