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Requester's Name
1500 Nashville City Center, Union Street
Address
Nashville, TN 37219
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
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- 4. _____ (Corporation Name) (Document #)

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DEC 30 PM 5:01
SECRETARY OF REVENUE

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Parastor
- ☐ Change of Registered Agent Availability
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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Document	_____
Examine	_____
Updater	_____
Verifier	_____
Acknowledgment	_____
W. P. Verifier	_____

Examiner's Initials

ARTICLES OF MERGER

of

SFMF HOLDINGS, L.P., a Tennessee limited partnership

with and into

SFMF HOLDINGS, LTD., a Florida limited partnership

FILED
DEC 29 PM 5:00
SECRETARY OF STATE
FLORIDA

These Articles of Merger are hereby submitted for filing in the offices of the Secretary of State, State of Florida, to effect the merger of SFMF Holdings, L.P., a Tennessee limited partnership (the "Merged Partnership") with and into SFMF Holdings, Ltd., a Florida partnership (the "Surviving Partnership"), in accordance with the provisions of Florida Statutes Section 620.203.

1. Parties to Merger.

The name of each of the parties to this merger, together with the street address of their respective principal offices, jurisdiction of organization, and entity type are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SFMF Holdings, L.P. 301 Willow Bough Lane Old Hickory, Tennessee 37138	Tennessee	Limited Partnership
FEI Number: 62-1718017		
Date of Organization: November 14, 1997		
SFMF Holdings, Ltd. 9450 Old Dixie Highway Lake Park, Florida 33403	Florida	Limited Partnership

Florida Document/Reg. No. A00000000040

Date of Organization: December 30, 1997

2. Surviving Entity.

The name of the surviving entity following the consummation of this merger, together with the street address of its principal offices, jurisdiction of organization, and entity type are as follows:

Name and Street Address

Jurisdiction

Entity Type

SFMF Holdings, Ltd.

9450 Old Dixie Highway
Lake Park, Florida 33403

Florida

Limited Partnership

Florida Document/Reg. No. A00000000046

3. Required Approvals.

(a) The attached Plan of Merger meets the requirements of Section 620.210, Florida Statutes, and was approved by the general and limited partners of the Surviving Partnership in accordance with the requirements of Chapter 620, Florida Statutes.

(b) The attached Plan of Merger was approved by the general partner and the limited partners of the Merged Partnership in accordance with the laws of the State of Tennessee.

(c) The Surviving Partnership has obtained the written consent of each person that, as a result of the Merger, is now a general partner of the Surviving Partnership, in accordance with Section 620.202(2), Florida Statutes.

4. Merger Permitted Under Applicable Law

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

5. Effective Date.

The Merger shall become effective as of the date of filing of these Articles of Merger with the Secretary of State of the State of Florida and the State of Tennessee.

6. Execution.

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

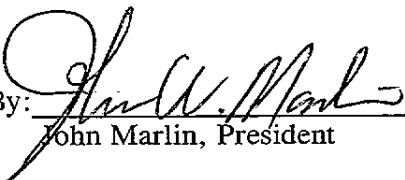
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SECRETARY OF STATE
FLORIDA

EXECUTED this 30th day of December, 1999 by the following, constituting all of the parties to the Merger.

Merged Partnership

SFMF HOLDINGS, L.P., a Tennessee limited partnership

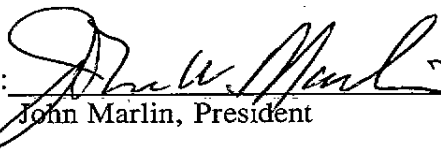
By: Marlin Services, Inc., a Tennessee corporation, its sole general partner

By: _____
John Marlin, President

Surviving Partnership

SFMF HOLDINGS, Ltd., a Florida limited partnership

By: Marlin Services, Inc., a Tennessee corporation, its sole general partner

By: _____
John Marlin, President

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DEC 30 PM 5:00

SECRETARY OF STATE

PLAN OF MERGER

THIS PLAN OF MERGER, dated December 30, 1999 (the "Plan"), is adopted by SFMF HOLDINGS, L.P., a Tennessee limited partnership ("Old SFMF"), and SFMF HOLDINGS, LTD., a Florida limited partnership ("New SFMF").

BACKGROUND

The General and Limited Partners of Old SFMF, upon formation, made contributions to the capital of Old SFMF in the aggregate amount of \$19,615,000, in exchange for the issuance of an aggregate of 797.16 units in Old SFMF, all of which remain outstanding as of the date hereof. In order to change the jurisdiction of organization of Old SFMF from Tennessee to Florida, which change is believed to be in the best interests of the partners of Old SFMF, the partners of Old SFMF have caused New SFMF to be organized as a Florida limited partnership, and desire to cause Old SFMF to merge with and into New SFMF, with New SFMF as the surviving limited partnership.

PLAN

1. MERGER

On the Effective Date, Old SFMF shall be merged with and into New SFMF (the "Merger") in accordance with the provisions of this Plan.

2. APPROVAL OF PARTNERS

Prior to the filing of Articles of Merger with the Secretary of State of Tennessee and with the Secretary of State of Florida, (a) the General Partner of Old SFMF and New SFMF and (b) a the holders of a majority of the Units of limited partnership of Old SFMF and New SFMF shall have approved this Plan and the Merger contemplated hereby.

3. EFFECTIVE DATE

The Merger shall become effective immediately upon the later of the filing of Articles of Merger with the Secretary of State of Tennessee in accordance with the Tennessee Revised Uniform Limited Partnership Act and the filing of Articles of Merger with the Secretary of State of Florida in accordance with the Florida Revised Uniform Limited Partnership Act. The time of such effectiveness is hereafter called the "Effective Date".

4. SURVIVING PARTNERSHIP

New SFMF shall be the surviving partnership of the Merger and shall continue to be governed by the Laws of the State of Florida. On the Effective Date, the separate partnership existence of Old SFMF shall cease.

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CLERK OF THE
SOUTH DAKOTA
SECRETARY OF
STATE

5. CERTIFICATE OF LIMITED PARTNERSHIP

The Certificate of Limited Partnership of New SFMF as it exists on the Effective Date shall be the Certificate of Limited Partnership of New SFMF following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the Laws of the State of Florida.

6. PARTNERSHIP AGREEMENT

The Agreement of Limited Partnership of New SFMF as in effect on the Effective Date shall be the Agreement of Limited Partnership (the "Partnership Agreement") of New SFMF following the Effective Date, unless and until the same shall be amended, modified or repealed in accordance with the provisions thereof and the laws of the State of Florida.

7. THE GENERAL PARTNER

The General Partner of Old SFMF and New SFMF immediately prior to the Effective Date shall be the General Partner of New SFMF following the Effective Date, and such General Partner shall continue to serve in such capacity subject to and in accordance with the Partnership Agreement.

8. CANCELLATION OF OUTSTANDING INTERESTS IN NEW SFMF

Forthwith upon the Effective Date, all of the units of partnership interest in New SFMF theretofore existing shall be cancelled and no partnership interests in New SFMF shall be issued in respect thereof.

9. CONVERSION OF OUTSTANDING INTERESTS IN OLD SFMF

Forthwith upon the Effective Date, all Units of Partnership interest of Old SFMF and all rights in respect thereof shall be converted into the same number of Units of Partnership interest in New SFMF, and each certificate representing Units of Partnership interests in Old SFMF shall for all purposes be deemed to evidence the ownership of the same number of Units of Partnership interest in New SFMF as are set forth in such certificate. Certificates representing Units of Partnership interests in OLD SFMF presented to the General Partner for transfer following the Effective Date will be replaced with certificates for the same number of Units of Partnership interest in NEW SFMF.

10. RIGHTS AND LIABILITIES OF NEW SFMF

At and after the Effective Date, and all in the manner of and as more fully set forth in Section 620.204 of the Florida Revised Uniform Limited Partnership Act and Section 61-2-211 of the Tennessee Revised Uniform Limited Partnership Act, the title to all real estate and other property, or any interest therein, owned by each of Old SFMF and New SFMF shall

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be vested in New SFMF without reversion or impairment; New SFMF shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchise, both public and private, and all of the property, real, personal and mixed of each of Old SFMF and New SFMF without reversion or impairment; New SFMF shall thenceforth be responsible and liable for all the liabilities and obligations of each Old SFMF and New SFMF; any claim existing or action or proceeding pending by or against Old SFMF or New SFMF may be continued as if the Merger did not occur or New SFMF may be substituted for Old SFMF in the proceeding; neither the rights of creditors nor any liens upon the property of Old SFMF or New SFMF shall be impaired by the Merger; and New SFMF shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

11. TERMINATION

This Plan may be terminated and abandoned by action of the respective General Partners of OLD SFMF and NEW SFMF at any time prior to the Effective Date, whether before or after approval by the limited partners of either or both of the parties hereto.

12. AMENDMENT

The General Partners of the parties hereto may amend this Plan at any time prior to the Effective Date; provided that an amendment made subsequent to the approval of this Plan by the limited partners of either of the parties hereto shall not: (a) change the amount or kind of units of limited partnership, property or rights to be received in exchange for or on conversion of all or any of the partnership interests of the parties hereto, (b) change any term of the Certificate of Limited Partnership of New SFMF, or (c) change any other terms or conditions of this Plan if such change would adversely affect the partners of either party hereto.

13. REGISTERED OFFICE

The registered office of New SFMF in the State of Florida is located at 9450 Old Dixie Highway, Lake Park, Florida 33403 and K. Holt Wright is the registered agent of New SFMF at such address.

14. INSPECTION OF PLAN

Executed copies of this Plan will be on file at the principal place of business of New SFMF at 9450 Old Dixie Highway, Lake Park, Florida 33403. A copy of this Plan shall be furnished by New SFMF, on request and without cost, to any partner of either Old SFMF or New SFMF.

15. GOVERNING LAW

This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the Laws of the State of Florida.

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16. SERVICE OF PROCESS

On and after the Effective Date, New SFMF agrees that it may be served with process in Tennessee in any proceeding for enforcement of any obligation of Old SFMF or New SFMF arising from the Merger.

17. DESIGNATION OF TENNESSEE SECRETARY OF STATE AS AGENT FOR SERVICE OF PROCESS

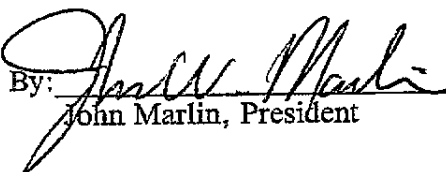
On and after the Effective Date, New SFMF irrevocably appoints the Secretary of State of Tennessee as its agent to accept service of process in any suit or other proceeding to enforce the rights of any partners of Old SFMF or New SFMF arising from the Merger. The Tennessee Secretary of State is requested to mail a copy of any such process to New SFMF at 9450 Old Dixie Highway, Lake Park, Florida 33403, Attention: K. Holt Wright.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective General Partners and Limited Partners, has caused this Plan to be executed, respectively, by the General Partner of each of Old SFMF and New SFMF.

Old SFMF

SFMF HOLDINGS, L.P., a Tennessee limited partnership

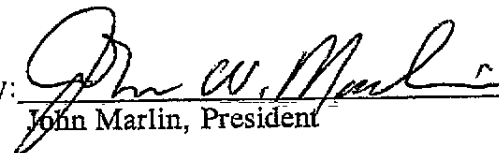
By: Marlin Services, Inc., a Tennessee corporation, its sole general partner

By: 
John Marlin, President

New SFMF

SFMF HOLDINGS, Ltd., a Florida limited partnership

By: Marlin Services, Inc., a Tennessee corporation, its sole general partner

By: 
John Marlin, President

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DEC 30 PM 5:00

ARTICLES OF MERGER
Merger Sheet

MERGING:

SFMF HOLDINGS, L.P. a non-qualified Tennessee entity

into

SFMF HOLDINGS, LTD., a Florida entity A00000000040

File date: December 30, 1999

Corporate Specialist: Tammi Cline