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** Pls. file after the partnership registration for Gopheridge I Joint Venture has filed.*

MERGER OR SHARE EXCHANGE

Thank you

GOPHER RIDGE I LIMITED PARTNERSHIP

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**ARTICLES OF MERGER
OF
GOPHER RIDGE I JOINT VENTURE
(a Florida general partnership)
INTO
GOPHER RIDGE I LIMITED PARTNERSHIP
(a Delaware limited partnership)**

Pursuant to Section 620.8916 of the Florida Statutes, Gopher Ridge I Joint Venture, a Florida partnership (the "Merging Partnership") hereby submits these Articles of Merger for the purpose of merging itself with and into Gopher Ridge I Limited Partnership, a Delaware limited partnership (the "Surviving Limited Partnership") (the "Merger");

FIRST: The name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name/Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gopher Ridge I Joint Venture 4210 Metro Parkway, Ste 250 Fort Myers, Florida 33916	Florida 6805-3247	Partnership

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

<u>Name/Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gopher Ridge I Limited Partnership 4210 Metro Parkway, Ste 250 Fort Myers, Florida 33916	Delaware A01-167	Limited Partnership

THIRD: The attached Plan of Merger meets the requirements of section 620.8916 of the Florida Statutes, and was approved by the Merging Partnership in accordance with Chapter 620 of the Florida Statutes and was approved by the Surviving Limited Partnership in accordance with the laws of the State of Delaware.

FOURTH: This Merger is permitted under the laws of the State of Delaware and is not prohibited by the joint venture agreement of the Merging Partnership.

FIFTH: This Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of Florida and Delaware.

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Executed effective as of the 27 day of December, 2005.

GOPHER RIDGE I JOINT VENTURE, a Florida general partnership

By: COLLIER CITRUS MANAGEMENT, L.L.C., a partner

By: CONSOLIDATED CITRUS LIMITED PARTNERSHIP, its member

By: Consolidated Citrus Management, L.L.C., its general partner

By: William J. Gardiner
William J. Gardiner, Manager

GOPHER RIDGE I LIMITED PARTNERSHIP, Delaware limited partnership

By: COLLIER CITRUS MANAGEMENT, L.L.C., general partner

By: CONSOLIDATED CITRUS LIMITED PARTNERSHIP, its member

By: Consolidated Citrus Management, L.L.C., its general partner

By: William J. Gardiner
William J. Gardiner, Manager

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement"), is entered into by and between Gopher Ridge I Joint Venture, a Florida general partnership ("Florida JV") and Gopher Ridge I Limited Partnership, a Delaware limited partnership ("Delaware LP"). Florida JV and Delaware LP are collectively referred to as the "Partnerships".

WHEREAS, Florida JV is a general partnership organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, Delaware LP is a limited partnership organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, Florida JV and Delaware LP have identical partners who own identical interests in each Partnership;

WHEREAS, in order to facilitate the Partnerships' businesses, all of the partners of the Partnerships deems it advisable and in the best interests of the Partnerships that Florida JV merge into Delaware LP (the "Merger") pursuant to the terms of this Agreement, and that Delaware LP be the surviving limited partnership of such Merger;

NOW, THEREFORE, for and in consideration of the premises and the equal agreements and covenants contained herein, the receipt and sufficiency of which the Partnerships hereby acknowledge, the Partnerships hereby agree that Florida JV shall be merged into Delaware LP (hereinafter sometimes referred to as the "Surviving LP") and that the terms and conditions of the Merger shall be as follows:

FIRST: The name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Gopher Ridge I Joint Venture	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Gopher Ridge I Limited Partnership	Delaware

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

Section 1. Surviving Limited Partnership: Registered Office. Subject to the provisions of this Agreement, at the Effective Time (as defined below), the

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Partnerships shall be merged into a single limited partnership as follows: (i) Florida JV shall merge with and into Delaware LP, which shall be the Surviving LP and which shall exist by virtue of and be governed by the laws of the State of Delaware, (ii) the address of Delaware LP's principal office in the State of Delaware shall be unchanged from its address prior to the Merger and (iii) the Surviving LP shall be named "Gopher Ridge 1 Limited Partnership"

Section 2. Effective Time. The Merger shall be effective, and the "Effective Time" of the Merger shall be immediately upon filing the Articles of Merger with the Florida Secretary of State and the Certificate of Merger with the Delaware Secretary of State.

Section 3. Effect of Merger.

(a) At the Effective Time, the separate existences of Florida JV and Delaware LP shall be merged into and continued in the Surviving LP, and the Surviving LP shall be deemed to be the same as Delaware LP and Florida JV. All rights, franchises and interests of Florida JV and Delaware LP, respectively, in and to any type of property, contract and chose in action shall be transferred to and vested in the Surviving LP by virtue of the Merger without any deed or other transfer. The Surviving LP, without the intervention of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by Florida JV and Delaware LP, respectively, immediately prior to the Effective Time.

(b) At the Effective Time, the Surviving LP shall be liable for all debts, liabilities and obligations of Florida JV and Delaware LP. All debts, liabilities and obligations of Florida JV and Delaware LP shall be those of the Surviving LP as if the Surviving LP had itself incurred the debts, liabilities and obligations, and shall not be released or impaired by the Merger. All rights of creditors and other obligees and all liens on the property of either Florida JV or Delaware LP shall be preserved unimpaired by the Merger.

(c) No limited partner of Delaware LP will, as a result of the Merger, become personally liable for the liabilities or obligations of the Surviving LP or any other person or entity unless such partner consents to becoming personally liable by action taken in connection with this Agreement.

Section 4. Certificate of Limited Partnership, Partnership Agreement, and General Partner of the Surviving LP.

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(a) The Certificate of Limited Partnership of Delaware LP as in effect immediately prior to the Effective Time shall be the Certificate of Limited Partnership of the Surviving LP after the Effective Time.

(b) The Limited Partnership Agreement of Delaware LP in effect immediately prior to the Effective Time shall be the Limited Partnership Agreement of the Surviving LP after the Effective Time.

(c) The General Partner and officers of Delaware LP immediately prior to the Effective Time shall be the General Partner and officers of the Surviving LP after the Effective Time.

Section 5. Approval. The obligations of the Partnerships under this Agreement are subject to the approval and adoption of this Agreement and the Merger by the holders of not less than the percentage of the partners of each such Partnership as required by the laws of the state of formation of such Partnership and the Partnership Agreement of such Partnership. The Partnership Agreement of each such Partnership contains provisions that authorize the Merger as provided for in this Agreement.

Section 6. Miscellaneous. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the Partnerships into the interests, shares, obligations or other securities of the Surviving LP, in whole or in part, into cash or other property are as follows:

At the Effective Time, the interests of Florida JV shall be canceled without consideration and without further action on the part of the owners thereof or the Surviving LP. At the Effective Time, all interests of Delaware LP issued and outstanding prior to the Merger shall be deemed to be all of the interests of the Surviving LP.

FIFTH: The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the Partnerships into rights to acquire interests, shares, obligations or other securities of the Surviving LP, in whole or in part, into cash or other property are as follows:

At the Effective Time, the interests of Florida JV shall be canceled without consideration and without further action on the part of the owners thereof or the Surviving LP. At the Effective Time, all interests of Delaware LP issued and outstanding prior to the Merger shall be deemed to be all of the interests of the Surviving LP.

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SIXTH: The name and address of the general partner of the Surviving LP is as follows:

Collier Citrus Management, L.L.C.
4210 Metro Parkway, Suite 250
Ft. Myers, Florida 33916.

SEVENTH: This Agreement includes all the statements that are required by the laws of the State of Delaware and the State of Florida.

[Signature Page Follows]

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IN WITNESS WHEREOF; each of the parties hereto has caused this Agreement to be executed as of December 27, 2005.

GOPHER RIDGE I JOINT VENTURE, a Florida general partnership

By: COLLIER CITRUS MANAGEMENT, L.L.C., a partner

By: CONSOLIDATED CITRUS LIMITED PARTNERSHIP, its member

By: Consolidated Citrus Management, L.L.C., its general partner

By: William J. Gardiner
William J. Gardiner, Manager

GOPHER RIDGE I LIMITED PARTNERSHIP, Delaware limited partnership

By: COLLIER CITRUS MANAGEMENT, L.L.C., general partner

By: CONSOLIDATED CITRUS LIMITED PARTNERSHIP, its member

By: Consolidated Citrus Management, L.L.C., its general partner

By: William J. Gardiner
William J. Gardiner, Manager

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**CERTIFICATE OF MERGER
OF
GOPHER RIDGE I JOINT VENTURE
(a Florida partnership)
INTO
GOPHER RIDGE I LIMITED PARTNERSHIP
(a Delaware limited partnership)**

Pursuant to Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, the undersigned Delaware limited liability partnership does hereby certify that:

FIRST: The name and jurisdiction of formation of each of the partnerships to the merger is as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>
Gopher Ridge I Joint Venture	Florida
Gopher Ridge I Limited Partnership	Delaware

SECOND: That an Agreement and Plan of Merger has been approved and executed by each of the partnerships in accordance with Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

THIRD: That the name of the surviving limited partnership of the merger is Gopher Ridge I Limited Partnership, a Delaware limited partnership.

FOURTH: The merger shall become effective upon filing.

FIFTH: That an executed Agreement and Plan of Merger is on file the principal office of the surviving limited partnership located at 4210 Metro Parkway, Suite 250, Ft. Myers, Florida 33916 and will be furnished by the surviving limited partnership, on request and without cost, to any partner of either partnership.

SIXTH: The surviving limited partnership agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the merging limited partnership. The surviving limited partnership appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding. Any such process should be mailed to the principal office of the surviving limited partnership at 4210 Metro Parkway, Suite 250, Ft. Myers, Florida 33916.

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DATED December 27, 2005.

GOPHER RIDGE I LIMITED PARTNERSHIP, a
Delaware limited partnership

By: COLLIER CITRUS MANAGEMENT, L.L.C., its
general partner

By: CONSOLIDATED CITRUS LIMITED
PARTNERSHIP, its member

By: Consolidated Citrus Management, L.L.C.,
its general partner

By: William J. Gardiner
William J. Gardiner, Manager

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