

A01000000540

TELEPHONE 352-354-2103
FAX 352-394-2105
WEBSITE: www.ghrlaw.com

GRAY, HARRIS, ROBINSON,
HOVIS, BOYETTE & CRAWFORD, P.A.
ATTORNEYS AT LAW
1380 GRAND HIGHWAY
BANKFIRST BUILDING, 2ND FLOOR
CLERMONT, FLORIDA 34711

MAILING ADDRESS:
POST OFFICE DRAWER 120848
CLERMONT, FLORIDA 34712-0848

May 4, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

300004326769--0
-05/29/01--01166--005
*****77.50 *****77.50

RE: Dueren & Davis, LLC. and Dueren & Davis, Ltd.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Merger for the above referenced entities together with this firm's check in the sum of \$77.50 for the costs thereon. After filing, please return a stamped copy to our office.

Very truly yours,

GRAY, HARRIS, ROBINSON,
HOVIS, BOYETTE & CRAWFORD, P.A.

Wade Boyette
Wade Boyette

KWB/jcg
Enclosures

FILED
MAY 29 2001
TALLAHASSEE
FLORIDA

A01-540
QR



**ARTICLES OF MERGER
OF
DUEREN & DAVIS, L.L.C.
INTO
DUEREN & DAVIS, LTD.**

LO-2672
A01-540

Under Sections 608.4382 and 620.203 of Florida Statutes

Pursuant to the provisions of Sections 608.4382 and 620.203 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

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

(a) Dueren & Davis, L.L.C., a Florida Limited Liability Company, 1311 S. Vineland Road, Winter Garden, FL 34787, and

(b) Dueren & Davis, Ltd., a Florida Limited Partnership, 1311 S. Vineland Road, Winter Garden, FL 34787.

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving entity is: Dueren & Davis, Ltd., a Florida Limited Partnership, 1311 S. Vineland Road, Winter Garden, FL 34787.

THIRD: The attached Plan of Merger meets the requirements of Section(s) 608.438 and 620.201, Florida Statutes, and was approved by each entity that is a party to the merger in accordance with Chapter(s) 608 and 620, Florida Statutes.

FOURTH: The surviving entity has obtained the written consent of each person that as a result of the merger is now a general partner of the surviving entity pursuant to Sections 608.4381(2) and 620.202(2), Florida Statutes. The Plan of Merger was approved by the Limited Partnership that is a party to the merger in accordance with Florida Statutes, Section 620.

FIFTH: 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. A copy of the Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

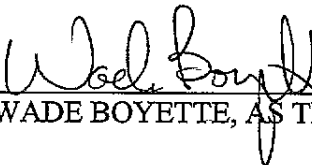
SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

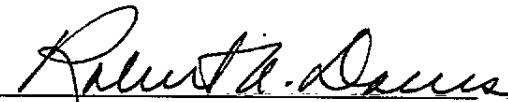
DUEREN & DAVIS, L.L.C.

By: 
ROBERT A. DAVIS, Member/Manager

By: 
WOLFGANG DUEREN, Member/Manager

By: 
WADE BOYETTE, AS TRUSTEE, Member

DUEREN & DAVIS, LTD.

By: 
ROBERT A. DAVIS, General Partner

By: 
WOLFGANG DUEREN, General Partner

FILED
01 MAY 20 10 30 AM

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated the 16 day of April, 2001, between DUEREN & DAVIS, L.L.C., a Florida Limited Liability Company, and DUEREN & DAVIS, LTD., a Florida Limited Partnership, said entities being sometimes collectively referred to herein as the "Constituent Entities".

WITNESSETH:

WHEREAS, Dueren & Davis, L.L.C. is a Limited Liability Company duly organized and existing under the laws of the State of Florida.

WHEREAS, Dueren & Davis, Ltd. is a Limited Partnership duly organized and existing under the laws of the State of Florida.

WHEREAS, the Members and/or Partners of each Constituent Entity deems it advisable for the general welfare of such Constituent Entity and its Members and/or Partners that Dueren & Davis, L.L.C. be merged into Dueren & Davis, Ltd.

WHEREAS, the Members of Dueren & Davis, L.L.C. will receive in exchange for their membership in Dueren & Davis, Ltd, partnership units of Dueren & Davis, Ltd., as more fully described in ARTICLE VI hereafter.

NOW THEREFORE, the Constituent Entities hereby agree that Dueren & Davis, L.L.C. shall be merged with and into Dueren & Davis, Ltd. in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

ARTICLE I THE CONSTITUENT ENTITIES

The names of the Constituent Entities to the merger are Dueren & Davis, L.L.C. a Florida Limited Liability Company, Florida Charter No. L00000002672, and Dueren & Davis, Ltd., a Florida Limited Partnership, Florida Charter No. A01000000540.

ARTICLE II THE MERGER; THE SURVIVING ENTITY

On the Effective Date, as hereinafter defined, Dueren & Davis, L.L.C. shall be merged into Dueren & Davis, Ltd., in accordance with the applicable provisions of Chapter 608.4381 and 620.202 of the Florida Statutes. Dueren & Davis, Ltd. shall be the surviving entity and shall be governed by the laws of the State of Florida.

ARTICLE III
THE EFFECT OF THE MERGER

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Entities shall be a single Limited Partnership which shall be Dueren & Davis, Ltd. From and after such filing, the separate existence of Dueren & Davis, L.L.C. shall cease, while the existence of Dueren & Davis, Ltd., shall continue unaffected and unimpaired. Dueren & Davis, Ltd. shall have all the rights, privileges, immunities and powers, and shall be subject to all the duties and liabilities, of a Limited Partnership organized under the Florida Partnership Act. Dueren & Davis, Ltd. shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Entities. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Entities shall be taken and deemed to be transferred to and vested in Dueren & Davis, Ltd. without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Entities shall not revert or be in any way impaired by reason of such merger. Dueren & Davis, Ltd. shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted as if such merger had not taken place, or Dueren & Davis, Ltd. may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by such merger.

ARTICLE IV
SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in Dueren & Davis, Ltd. the title to any property or rights of either of the Constituent Entities, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers, members, or partners of the respective Constituent Entities as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in Dueren & Davis, Ltd. and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE V
CERTIFICATE OF LIMITED PARTNERSHIP AND LIMITED
PARTNERSHIP AGREEMENT; PARTNERS

(a) The Certificate of Limited Partnership and Limited Partnership Agreement in effect on the Effective Date, shall remain the Certificate of Limited Partnership and Limited Partnership Agreement of Dueren & Davis, Ltd., until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

- (b) The persons who shall serve as General Partners shall be:

Robert A. Davis, 1311 S. Vineland Road, Winter Garden, FL 34787

Wolfgang Dueren, 1311 S. Vineland Road, Winter Garden, FL 34787

The persons who shall serve as General Partners hereby consent to become a General Partner of the surviving entity.

ARTICLE VI
TREATMENT OF SHARES OF CONSTITUENT ENTITIES

(a) Each Partnership Unit of Dueren & Davis, Ltd., outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged entities and there shall be no distribution of cash or securities with respect thereto.

(b) Each membership interest of Dueren & Davis, L.L.C. immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and the membership interest of Dueren & Davis, L.L.C. cash, securities or other property to be issued in respect thereof shall be as follows:

1. Dueren & Davis, Ltd. shall issue to Robert A. Davis in exchange for his membership interest of Dueren & Davis, L.L.C., 49 Units of General Partnership Units of Dueren & Davis, Ltd.

2. Dueren & Davis, Ltd. shall issue to Wolfgang Dueren in exchange for his membership interest of Dueren & Davis, L.L.C., 49 Units of General Partnership Units of Dueren & Davis, Ltd.

3. Dueren & Davis, Ltd. shall issue to Wade Boyette, as Trustee, in exchange for his membership interest of Dueren & Davis, L.L.C., 2 Units of Limited Partnership Units of Dueren & Davis, Ltd.

ARTICLE VII
APPROVAL BY MEMBERS AND PARTNERS

This Plan of Merger shall be submitted to the respective members and partners of the Constituent Entities for approval on the 15th day of Nov., 2001. If duly adopted by the requisite vote of such members and partners, Articles of Merger meeting

FILED

MAY 2001 PM 3:50

the requirements of Florida Statutes 608.4382 and 620.203 shall be filed immediately in the appropriate office in Florida.

ARTICLE VIII
EFFECTIVE DATE

The merger of Dueren & Davis, L.L.C. into Dueren & Davis, Ltd. shall become effective upon the filing of the Articles of Merger with the Florida Department of State. The date of which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX
COVENANTS OF DUEREN & DAVIS, L.L.C.

Dueren & Davis, L.L.C. covenants and agrees that: (a) it will not further amend its Articles of Organization prior to the Effective Date, and (b) it will not issue any membership interests or any rights to acquire any such membership interests prior to the Effective Date.

ARTICLE X
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by either of the Constituent Entities at any time prior to the filing of the Articles of Merger.

ARTICLE XI
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

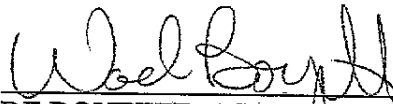
FILED
MAY 29 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

DUEREN & DAVIS, L.L.C.

By: 
ROBERT A. DAVIS, Member/Manager

By: 
WOLFGANG DUEREN, Member/Manager

By: 
WADE BOYETTE, AS TRUSTEE, Member

DUEREN & DAVIS, LTD.

By: 
ROBERT A. DAVIS, General Partner

By: 
WOLFGANG DUEREN, General Partner

FILED
MAY 29 PM 3:53
CLERK OF COURT
JUDICIAL DISTRICT OF ALABAMA
MOBILE

ARTICLES OF MERGER
Merger Sheet

MERGING:

DUEREN & DAVIS, L.L.C., a Florida entity L00000002672

,

into

DUEREN & DAVIS, LTD., a Florida entity A01000000540

File date: May 29, 2001

Corporate Specialist: Tammi Cline