

Division of Corporations

Page 1 of 2

A01000001235

To Brenda

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

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Division of Corporations  
Fax Number : (850) 205-0380

~~per Brenda, fax to  
(850) 205-0383~~

## From:

Account Name : PURCELL, FLANAGAN & HAY, P.A.  
Account Number : 071722000522  
Phone : (904) 355-0355  
Fax Number : (904) 355-0820

EFFECTIVE DATE  
12/31/02

## MERGER OR SHARE EXCHANGE

Surviving entity: Cox Investments of North Florida Limited Partnership, a Delaware limited p/s

Certificate of Status	0
Certified Copy	0
Page Count	32
Estimated Charge	\$105.00

✓ 200A00066772

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DIVISION OF CORPORATIONS

Our Client # 3048.000  
Client name: Don Cox

<https://ccfssl.dos.state.fl.us/scripts/efilcovr.exe>

Merge  
(no alleg)

12/18/2002

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida entity (A01000001235)

,

INTO

**COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP,** entity  
not qualified in Florida.

File date: December 18, 2002, effective December 31, 2002

Corporate Specialist: Brenda Tadlock

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**ARTICLES OF MERGER**  
of  
**COX INVESTMENTS OF NORTH FLORIDA, LTD.**  
a Florida Limited Partnership  
into  
**COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP**  
a Delaware Limited Partnership

EFFECTIVE DATE

12/31/02

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The undersigned, **COX INVESTMENTS OF NORTH FLORIDA, LTD.**, a limited partnership organized and existing under the laws of the State of Florida, and **COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP**, a limited partnership organized and existing under the laws of the State of Delaware, DO HEREBY CERTIFY, pursuant to Sections 620.201 - 620.205 of the Florida Revised Uniform Limited Partnership Act (the "Act") and such other applicable provisions of the Act, as follows:

**FIRST:** That pursuant to an Agreement and Plan of merger between the undersigned limited partnerships, a copy of which is attached hereto as *Exhibit "A"* (the "Plan of Merger"), Cox Investments of North Florida, Ltd. (the "Merging Limited Partnership") shall merge with and into Cox Investments of North Florida Limited Partnership (the "Merger"), and the surviving entity of the Merger shall be Cox Investments of North Florida Limited Partnership, a Delaware Limited Partnership (the "Surviving Limited Partnership").

**SECOND:** That the Plan of Merger has been approved by all the general partners and by the requisite percentage of the limited partners of each of the merging entities in accordance with the provisions of the Act and the Delaware Revised Uniform Limited Partnership Act. Neither Partnership Agreement of the limited partnerships prohibits the merger of the limited partnerships.

**THIRD:** That the number of votes (percentage interests) of the limited partners of the constituent parties to the Merger required to adopt the Plan of Merger and the number of votes of the constituent parties to the Merger that approved the Merger and the Plan of Merger are as follows:

<u>Number of Votes (Percentage Interests)</u> <u>Required to Adopt the Plan of Merger</u>	<u>Total Votes (Percentage Interests)</u> <u>for Adoption of the Plan of Merger</u>
100%	100%

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**FOURTH:** That the effective date of the Merger shall be December 31, 2002.

**FIFTH:** That the address of the principal office of the Surviving Limited Partnership is:

222 Delaware Avenue, 10<sup>th</sup> Floor  
Wilmington, Delaware 19801

**SIXTH:** That the Surviving Limited Partnership hereby irrevocably appoints the Secretary of the State of Florida as its agent to accept service of process in any action, suit or proceeding for the enforcement of any rights or obligations of the dissenting partners of each limited partnership that is a party to the Plan of Merger.

**SEVENTH:** That the Surviving Limited Partnership has agreed to promptly pay to the dissenting partners the amount, if any, to which they are entitled under Section 620.205 of the Act.

WE HEREBY DECLARE, under the penalties of false statement, that the statements made in the foregoing certificate are true.

DATED as of December 16, 2002.

**COX INVESTMENTS OF NORTH FLORIDA, LTD.**

By: **DMC OF NORTH FLORIDA, INC.**  
General Partner

By:   
Donald M. Cox, President

**COX INVESTMENTS OF NORTH FLORIDA  
LIMITED PARTNERSHIP**

By: **DMC OF NORTH FLORIDA, INC.**  
General Partner

By:   
Donald M. Cox, President

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***EXHIBIT "A"***

**Plan of Merger  
(attached hereto)**

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DIVISION OF CORPORATIONS  
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**AGREEMENT AND PLAN OF MERGER**  
**between**  
**COX INVESTMENTS OF NORTH FLORIDA, LTD.**  
**and**  
**COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement"), dated as of the date below written, is made between **COX INVESTMENTS OF NORTH FLORIDA, LTD.**, a Florida limited partnership (the "Florida Partnership"), and **COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP**, a Delaware limited partnership (the "Delaware Partnership") (each of which is hereinafter sometimes referred to individually as a "Constituent Entity," and both of which are hereinafter sometimes referred to collectively as the "Constituent Entities").

**W I T N E S S E T H:**

**WHEREAS**, the Florida Partnership is a limited partnership, duly formed under the laws of the State of Florida, whose general partner is DMC of North Florida, Inc., with an office address of 1548 Lancaster Terrace, Jacksonville, Florida 32204, and whose limited partners are Donald M. Cox as Trustee of the Donald M. Cox Revocable Trust dated July 19, 1996, Maria R. Cox as Trustee of the Maria R. Cox Revocable Trust dated August 30, 2001, SunTrust Bank as Trustee of the Claire R. Clark Irrevocable Gifting Trust dated December 6, 2001, SunTrust Bank as Trustee of the Cox Dynasty Trust dated December 6, 2001, Margaret Gaines Kleger, Mary Patton Broughton, Christine B. Gripp, James M. Kyle, Janie Garnett, Robert G. Kyle and Anne Ouchark (collectively, the "Florida Partners"); and

**WHEREAS**, the Delaware Partnership is a limited partnership, duly formed under the laws of the State of Delaware, whose general partner DMC of North Florida, Inc., with an office address of 222 Delaware Avenue, 10<sup>th</sup> Floor, Wilmington, Delaware 19801, and whose limited partners are

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Donald M. Cox as Trustee of the Donald M. Cox Revocable Trust dated July 19, 1996, Maria R. Cox as Trustee of the Maria R. Cox Revocable Trust dated August 30, 2001, SunTrust Bank as Trustee of the Claire R. Clark Irrevocable Gifting Trust dated December 6, 2001, SunTrust Bank as Trustee of the Cox Dynasty Trust dated December 6, 2001, Margaret Gaines Kleger, Mary Patton Broughton, Christine B. Gripp, James M. Kyle, Janie Garnett, Robert G. Kyle and Anne Ouchark (collectively, the "Delaware Partners"); and

**WHEREAS**, the Delaware Partnership desires to acquire all assets, subject to any liabilities, of the Florida Partnership through the transfer of partnership interests in the Florida Partnership to the Delaware Partnership and the simultaneous merger of the Florida Partnership into the Delaware Partnership; and

**WHEREAS**, the Constituent Entities deem it advisable and in their respective best interests that the Florida Partnership be merged into the Delaware Partnership on the terms set forth herein (the "Merger") and that the Delaware Partnership be the surviving Constituent Entity; and

**WHEREAS**, all of the Florida Partners and all of the Delaware Partners of the Constituent Entities have duly approved this Agreement and the Merger; and

**WHEREAS**, all other conditions precedent to the Merger and the consummation of the transactions contemplated by this Agreement have been fulfilled in all material respects or have been waived.

**NOW, THEREFORE**, the Constituent Entities hereby agree as follows:

1. **Transfer**. As of the Effective Time, the Florida Partners shall contribute all of their partnership interests in the Florida Partnership to the Delaware Partnership pursuant to the assignments set forth in *Exhibit "A"* (the "Assignments").

2. **Merger**. (a) Simultaneously with the execution and delivery of the Assignments and this Agreement by the Constituent Entities, Articles of Merger complying with the provisions

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of 6 Del.C. §17-211 and Sections 620.201 - 620.205 of the Florida Revised Uniform Limited Partnership Act (the "Florida Act") shall be prepared, executed and filed simultaneously in the respective offices of the Secretary of State of the States of Delaware and Florida for the purpose of effecting the Merger. The Merger shall be effective as of December 31, 2002 (the "Effective Time"). Donald M. Cox, as President of DMC of North Florida, Inc., hereby is authorized to prepare, execute and file such Articles of Merger.

(b) At the Effective Time, the Florida Partnership shall be merged into the Delaware Partnership, the existence of the Florida Partnership shall thereupon cease, and the effect of the Merger shall be as provided by the Delaware Revised Uniform Limited Partnership Act, 6 Del.C. §17-101, et seq. and Sections 620.201-620.205 of the Florida Act. The Delaware Partnership shall be the surviving Constituent Entity in the Merger and the separate existence of the Delaware Partnership, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

(c) Pursuant to the Assignment and the Merger, the partnership units in the Florida Partnership of each Florida Partner, and all rights in respect of such partnership interests shall be contributed to the Delaware Partnership in exchange for partnership units in the Delaware Partnership, and each such partner of the Florida Partnership shall receive partnership units in the Delaware Partnership as set forth on *Exhibit "B"*.

2. Miscellaneous. (a) The name of the surviving Constituent Entity shall be Cox Investments of North Florida Limited Partnership.

(b) The limited partnership agreement of the Delaware Partnership in effect on the date of this Agreement, shall, from the Effective Time, constitute the limited partnership agreement of the surviving Constituent Entity, unless and until amended as provided by such agreement or the laws of the State of Delaware.

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(c) All prior and contemporaneous agreements, contracts, promises, representations and statements, if any, among the parties hereto, or their representatives, regarding the Merger are merged into this Agreement, and this Agreement shall constitute the entire understanding among the parties regarding the Merger and no subsequent waiver or modification of the terms hereof shall be valid unless in writing signed by the party to be charged and then only to the extent therein set forth.

(d) This Agreement shall be binding upon and inure to the benefit of the parties hereto, their representatives, successors and assigns. The captions appearing in this Agreement are inserted only as a matter of convenience and for reference and in no way define, limit or describe the scope or intent of this Agreement or any of the provisions hereof.

(e) This Agreement may be executed in any number of counterparts, each of which, when executed, shall be deemed an original, and all such counterparts together shall constitute one and the same instrument.

(f) This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware (without regard to any conflict of laws rules thereof).

IN WITNESS WHEREOF, the Constituent Entities have caused this Agreement to be executed by all of their partners as of this 16 day of December, 2002.

COX INVESTMENTS OF  
NORTH FLORIDA, LTD.

By: DMC OF NORTH FLORIDA, INC.  
General Partner

By: Donald M. Cox  
Don M. Cox, President

COX INVESTMENTS OF NORTH  
FLORIDA LIMITED PARTNERSHIP

By: DMC OF NORTH FLORIDA, INC.  
General Partner

By: Donald M. Cox  
Donald M. Cox, President

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CONSENTED TO AND AGREED BY:

Donald M. Cox Revocable Trust  
Limited Partner

  
Donald M. Cox, Trustee

CONSENTED TO AND AGREED BY:

Donald M. Cox Revocable Trust  
Limited Partner

  
Donald M. Cox, Trustee

Maria R. Cox Revocable Trust  
Limited Partner

  
Maria R. Cox, Trustee

Maria R. Cox Revocable Trust  
Limited Partner

  
Maria R. Cox, Trustee

Claire R. Clark Irrevocable Gifting Trust  
Limited Partner

By: SunTrust Bank, Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

Claire R. Clark Irrevocable Gifting Trust  
Limited Partner

By: SunTrust Bank, Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

Cox Dynasty Trust, Limited Partner

By: SunTrust Bank, Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

Cox Dynasty Trust, Limited Partner

By: SunTrust Bank, Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

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CONSENTED TO AND AGREED BY:

Donald M. Cox Revocable Trust  
Limited Partner


\_\_\_\_\_  
Donald M. Cox, Trustee

Maria R. Cox Revocable Trust  
Limited Partner

\_\_\_\_\_  
Maria R. Cox, Trustee

Claire R. Clark Irrevocable Gifting Trust  
Limited Partner

By: SunTrust Bank, Trustee

By:   
Title: Senior Vice President

Cox Dynasty Trust, Limited Partner

By: SunTrust Bank, Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

CONSENTED TO AND AGREED BY:

Donald M. Cox Revocable Trust  
Limited Partner

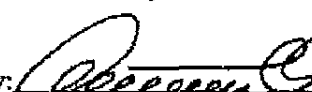
\_\_\_\_\_  
Donald M. Cox, Trustee

Maria R. Cox Revocable Trust  
Limited Partner

\_\_\_\_\_  
Maria R. Cox, Trustee

Claire R. Clark Irrevocable Gifting Trust  
Limited Partner

By: SunTrust Bank, Trustee

By:   
Title: Senior Vice President

Cox Dynasty Trust, Limited Partner

By: SunTrust Bank, Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

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CONSENTED TO AND AGREED BY:

Donald M. Cox Revocable Trust  
Limited Partner

\_\_\_\_\_  
Donald M. Cox, Trustee

Maria R. Cox Revocable Trust  
Limited Partner

\_\_\_\_\_  
Maria R. Cox, Trustee


Claire R. Clark Irrevocable Gifting Trust  
Limited Partner

By: SunTrust Bank, Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

Cox Dynasty Trust, Limited Partner

By: SunTrust Bank, Trustee

By:   
Title: Sandra V. Prosser

CONSENTED TO AND AGREED BY:

Donald M. Cox Revocable Trust  
Limited Partner

\_\_\_\_\_  
Donald M. Cox, Trustee

Maria R. Cox Revocable Trust  
Limited Partner

\_\_\_\_\_  
Maria R. Cox, Trustee


Claire R. Clark Irrevocable Gifting Trust  
Limited Partner

By: SunTrust Bank, Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

Cox Dynasty Trust, Limited Partner

By: SunTrust Bank, Trustee

By:   
Title: Sandra V. Prosser

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Margaret Gaines Kleger  
Margaret Gaines Kleger, Limited Partner

Margaret Gaines Kleger  
Margaret Gaines Kleger, Limited Partner

Mary Patton Broughton  
Mary Patton Broughton, Limited Partner

Mary Patton Broughton  
Mary Patton Broughton, Limited Partner

Christine B. Gripp  
Christine B. Gripp, Limited Partner

Christine B. Gripp  
Christine B. Gripp, Limited Partner

James M. Kyle  
James M. Kyle, Limited Partner

James M. Kyle  
James M. Kyle, Limited Partner

Janie Garnett  
Janie Garnett, Limited Partner

Janie Garnett  
Janie Garnett, Limited Partner

Robert G. Kyle  
Robert G. Kyle, Limited Partner

Robert G. Kyle  
Robert G. Kyle, Limited Partner

Ann Ouchark  
Ann Ouchark, Limited Partner

Ann Ouchark  
Ann Ouchark, Limited Partner

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Margaret Gaines Kleger, Limited Partner

Margaret Gaines Kleger, Limited Partner

  
Mary Patton Broughton, Limited Partner

  
Mary Patton Broughton, Limited Partner

Christine B. Gripp, Limited Partner

Christine B. Gripp, Limited Partner

James M. Kyle, Limited Partner

James M. Kyle, Limited Partner

Janie Garnett, Limited Partner

Janie Garnett, Limited Partner

Robert G. Kyle, Limited Partner

Robert G. Kyle, Limited Partner

Ann Ouchark, Limited Partner

Ann Ouchark, Limited Partner

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Margaret Gaines Kleger, Limited Partner

Margaret Gaines Kleger, Limited Partner

Mary Patton Broughton, Limited Partner

Mary Patton Broughton, Limited Partner

Christine B. Gripp  
Christine B. Gripp, Limited Partner

Christine B. Gripp  
Christine B. Gripp, Limited Partner

James M. Kyle, Limited Partner

James M. Kyle, Limited Partner

Janie Garnett, Limited Partner

Janie Garnett, Limited Partner

Robert G. Kyle, Limited Partner

Robert G. Kyle, Limited Partner

Ann Ouchark, Limited Partner

Ann Ouchark, Limited Partner

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Margaret Gaines Kleger, Limited Partner


Margaret Gaines Kleger, Limited Partner

Mary Patton Broughton, Limited Partner

Mary Patton Broughton, Limited Partner

Christine B. Gripp, Limited Partner

Christine B. Gripp, Limited Partner

  
James M. Kyle, Limited Partner

  
James M. Kyle, Limited Partner

Janie Garnett, Limited Partner

Janie Garnett, Limited Partner

Robert G. Kyle, Limited Partner

Robert G. Kyle, Limited Partner

Ann Ouchark, Limited Partner

Ann Ouchark, Limited Partner

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Margaret Gaines Kleger, Limited Partner

Margaret Gaines Kleger, Limited Partner

Mary Patton Broughton, Limited Partner

Mary Patton Broughton, Limited Partner

Christine B. Gripp, Limited Partner

Christine B. Gripp, Limited Partner

James M. Kyle, Limited Partner

James M. Kyle, Limited Partner

*Janie Garnett*  
Janie Garnett, Limited Partner

*Janie Garnett*  
Janie Garnett, Limited Partner

Robert G. Kyle, Limited Partner

Robert G. Kyle, Limited Partner

Ann Ouchark, Limited Partner

Ann Ouchark, Limited Partner

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Margaret Gaines Kleger, Limited Partner

Margaret Gaines Kleger, Limited Partner

Mary Patton Broughton, Limited Partner

Mary Patton Broughton, Limited Partner

Christine B. Gripp, Limited Partner

Christine B. Gripp, Limited Partner

James M. Kyle, Limited Partner

James M. Kyle, Limited Partner

Janie Garnett, Limited Partner

Janie Garnett, Limited Partner

  
Robert G. Kyle, Limited Partner

  
Robert G. Kyle, Limited Partner

Ann Ouchark, Limited Partner

Ann Ouchark, Limited Partner

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Margaret Gaines Kleger, Limited Partner

Margaret Gaines Kleger, Limited Partner

Mary Patton Broughton, Limited Partner

Mary Patton Broughton, Limited Partner

Christine B. Gripp, Limited Partner

Christine B. Gripp, Limited Partner

James M. Kyle, Limited Partner

James M. Kyle, Limited Partner

Janie Garnett, Limited Partner

Janie Garnett, Limited Partner

Robert G. Kyle, Limited Partner

Robert G. Kyle, Limited Partner

  
Anne Ouchark, Limited Partner

  
Anne Ouchark, Limited Partner

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***Exhibit "A"***

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**ASSIGNMENT**

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of its right, title, and interest in and to the general partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 5<sup>th</sup> day of December, 2002.

DMC of North Florida, Inc.  
General Partner

By: Donald M. Cox  
Donald M. Cox, President

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## ASSIGNMENT

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of its right, title, and interest in and to the limited partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 5<sup>th</sup> day of December, 2002.

Donald M. Cox Revocable Trust  
Limited Partner

  
\_\_\_\_\_  
Donald M. Cox, Trustee

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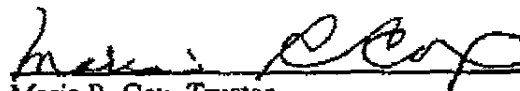
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**ASSIGNMENT**

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of its right, title, and interest in and to the limited partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 5<sup>th</sup> day of December, 2002.

Maria R. Cox Revocable Trust  
Limited Partner

  
\_\_\_\_\_  
Maria R. Cox, Trustee

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## ASSIGNMENT

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of its right, title, and interest in and to the limited partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 4<sup>th</sup> day of December, 2002.

Claire R. Clark Irrevocable Gifting Trust  
Limited Partner

By: SunTrust Bank, Trustee

By: 

Title: Senior Vice President

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### ASSIGNMENT

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of its right, title, and interest in and to the limited partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 4<sup>TH</sup> day of December, 2002.

Cox Dynasty Trust, Limited Partner

By: SunTrust Bank, Trustee

By: 

Title: SunTrust President

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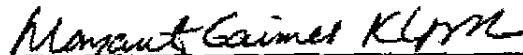
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### ASSIGNMENT

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of her right, title, and interest in and to her limited partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 2 day of December, 2002.

  
Margaret Gaines Kleger, Limited Partner

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### ASSIGNMENT

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of her right, title, and interest in and to her limited partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 3<sup>rd</sup> day of December, 2002.

Mary P. Broughton  
Mary Patton Broughton, Limited Partner

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### ASSIGNMENT

Pursuant to the Agreement of Merger between ~~COX INVESTMENTS OF NORTH FLORIDA, LTD.~~ <sup>COX INVESTMENTS OF NORTH FLORIDA, LTD.</sup> a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of her right, title, and interest in and to her limited partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 1 day of DECEMBER, 2002.

  
Christine B. Gripp, Limited Partner

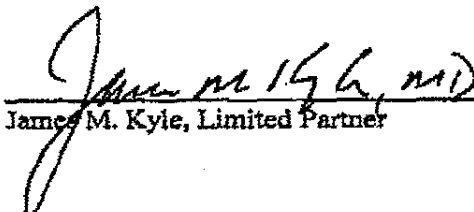
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## ASSIGNMENT

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of his right, title, and interest in and to his general partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 4 day of December, 2002.

  
James M. Kyle, Limited Partner

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## ASSIGNMENT

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of her right, title, and interest in and to her limited partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 6<sup>th</sup> day of December, 2002.

Janie Garnett  
Janie Garnett, Limited Partner

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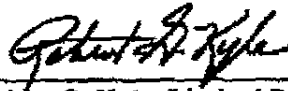
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### ASSIGNMENT

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of his right, title, and interest in and to his general partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 5<sup>th</sup> day of December, 2002.



Robert G. Kyle, Limited Partner

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TO: 18502050380

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### ASSIGNMENT

Pursuant to the Agreement of Merger between COX INVESTMENTS OF NORTH FLORIDA, LTD., a Florida Limited Partnership (the "Florida Partnership"), and COX INVESTMENTS OF NORTH FLORIDA LIMITED PARTNERSHIP, a Delaware Limited Partnership (the "Delaware Partnership"), the undersigned assigns and transfers all of her right, title, and interest in and to her general partnership interest in the Florida Partnership to the Delaware Partnership.

DATED this 10 day of DECEMBER, 2002.

  
\_\_\_\_\_  
Anne Ouchark, Limited Partner

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**H02000238826 0*****Exhibit "B"***

<u>Member Name and Address</u>	<u>Classification</u>	<u>Units</u>	<u>Percentage Interest</u>
DMC of North Florida, Inc.	General	503.000	1.000%
Donald M. Cox as Trustee of the Donald M. Cox Revocable Trust	Limited	21,064.430	41.850%
Maria R. Cox as Trustee of the Maria R. Cox Revocable Trust	Limited	2,167.030	4.300%
SunTrust Bank as Trustee of the Claire R. Clark Irrevocable Gifting Trust	Limited	3,956.330	7.860%
SunTrust Bank as Trustee of the Cox Dynasty Trust	Limited	6,013.610	11.950%
Margaret Gaines Kleger	Limited	2,373.800	4.720%
Mary Patton Broughton	Limited	2,373.800	4.720%
Christine B. Gripp	Limited	2,373.800	4.720%
James M. Kyle	Limited	2,373.800	4.720%
Janie Garnett	Limited	2,373.800	4.720%
Robert G. Kyle	Limited	2,373.800	4.720%
Anne Ouchark	Limited	<u>2,373.800</u>	<u>4.720%</u>
<b>TOTAL</b>		<b>50,321.000</b>	<b>100%</b>

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