

**A01000001395**  
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December 17, 2001

Florida Secretary of State  
 Division of Corporations  
 Post Office Box 6327  
 Tallahassee, FL 32413

Re: Rosenthal Family Investments, Ltd.  
 Our File No. 6275.006

300004740729--2  
 -12/27/01--01001--013  
 \*\*\*\*130.00 \*\*\*\*130.00

Dear Sir or Madame:

Enclosed please find Articles of Merger and Plan of Merger for filing, which Articles merge Rosenthal Family Investment Company, a Florida general partnership, into Rosenthal Family Investments, Ltd., a Florida limited partnership and surviving entity.

Enclosed is our firm's check in the amount of \$130.00 for the following fees:

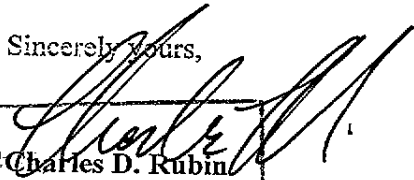
Limited Liability Company Misc. Document Filing Fee	\$52.50
General Partnership Misc. Document Filing Fee	\$25.00
Certified Copy (limited partnership certified copy fee)	\$52.50.

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Also enclosed is a return envelope for the certified copy, for your convenience.

If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,



Name	Charles D. Rubin
Position	CDR/wp
Exam/Enc.	DCC
Updatecc:	Donald Tescher (w/o enc.) Robert Rosenthal (w/o enc.)
Updatecc	DCC
Updatecc	DCC
Updatecc	DCC

FF \$ 77.50  
 CC \$ 52.50

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ROSENTHAL FAMILY INVESTMENT COMPANY, A FLORIDA GENERAL  
PARTNERSHIP

INTO

**ROSENTHAL FAMILY INVESTMENTS, LTD.**, a Florida entity, A01000001395

File date: December 24, 2001

Corporate Specialist: Diane Cushing

**ARTICLES OF MERGER  
AND PLAN OF MERGER**

These Articles and Plan of Merger are made and entered into this 4 day of December, 2001, by and between the following entities (hereinafter collectively referred to as the "Constituent Entities"):

A 01000001393

ROSENTHAL FAMILY INVESTMENTS, LTD., a Florida limited partnership (the "Surviving Entity"); and

ROSENTHAL FAMILY INVESTMENT COMPANY, a Florida general partnership (the "Merged Entity").

**BACKGROUND**

A. The Surviving Entity is a limited partnership organized and existing under the laws of the State of Florida, having its Certificate of Limited Partnership filed and effective on October 16, 2001. The partners of the Surviving Entity and their respective partnership interests are:

ROSENTHAL MANAGEMENT LLC - General Partner	19.13%
FERDINAND ROSENTHAL TRUST - Limited Partner	41.16%
ELLEN EDWARDS - Limited Partner	11.26%
STEPHEN ROSENTHAL - Limited Partner	0.97%
SUSAN ROSENTHAL - Limited Partner	17.19%
GREGOR EDWARDS - Limited Partner	10.29%

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TALLAHASSEE, FLORIDA  
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The Surviving Entity is managed by its general partner, whose office is located at 6400 SW 44th Street, Miami, Florida 33155.

B. The Merged Entity is a Florida general partnership organized and existing under the laws of the State of Florida. The partners of the Merged Entity and their respective partnership interests in the Merged Entity are:

ROSENTHAL MANAGEMENT LLC	19.13%
FERDINAND ROSENTHAL TRUST	41.16%
ELLEN EDWARDS	11.26%
STEPHEN ROSENTHAL	0.97%
SUSAN ROSENTHAL	17.19%
GREGOR EDWARDS	10.29%

C. The shareholders and members of the Constituent Entities have established that it is advisable for the general welfare and advantage of each of the Constituent Entities that they merge into a single limited partnership which shall not be a new limited partnership, but shall be the Surviving Entity, whose existence as a limited partnership under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the members and shareholders of each of the Constituent Entities in accordance with the provisions of Florida law.

1. This Merger shall become effective immediately upon filing with the Florida Department of State (the "Effective Date").

2. The names of the entities that are parties to the Merger are as follows:

- (a) ROSENTHAL FAMILY INVESTMENTS, LTD., a Florida limited partnership.
- (b) ROSENTHAL FAMILY INVESTMENT COMPANY, a Florida general partnership.

3. The Surviving Entity shall be ROSENTHAL FAMILY INVESTMENTS, LTD.

4. The undersigned hereby certify that this Plan is unanimously adopted and approved by all of the partners of each of the Constituent Entities, in accordance with the applicable provisions of Fla. Stats. Chapters 620.

5. The manner of converting or otherwise dealing with the ownership interests of the Constituent Entities upon the Merger becoming effective shall be that all partnership interests of the Merged Entity shall be deemed canceled.

6. The Agreement of Limited Partners of the Surviving Entity in effect at the time the Merger becomes effective shall be and remain the Agreement of Limited Partners of the Surviving Entity until the same is altered, amended, or repealed.

7. The Merger will not effect any change in the Certificate of Limited Partnership of the Surviving Entity.

8. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Entity shall cease and the Surviving Entity shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a limited partnership organized under the laws of the State of Florida.

9. ROSENTHAL MANAGEMENT LLC hereby consents to continue to serve as general partner of the Surviving Entity.


10. All of the undersigned partners of the Surviving Entity and the Merged Entity hereby waive all notice requirements to this Merger and the approval of this Merger under Florida law, and further waive and advise they are not exercising any dissenters' rights to this Merger under Florida law including all rights to be paid the "fair value" of their ownership interests.


IN WITNESS WHEREOF, these Articles of Merger and Plan of Merger have been executed and acknowledged by all of the partners of the Surviving Entity and the Merged Entity, individually and on behalf of such entities.


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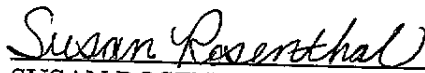
ROSENTHAL MANAGEMENT LLC, a  
Florida limited liability company

By:   
ROBERT ROSENTHAL, Member

  
FRIEDA ROSENTHAL EATON, as Trustee of  
FERDINAND ROSENTHAL TRUST u/a/d  
February 22, 1973

  
ELLEN EDWARDS

  
STEPHEN ROSENTHAL

  
SUSAN ROSENTHAL

  
GREGOR EDWARDS

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