

CORP DIRECT AGENTS, INC. (formerly CCRS)
02 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
22-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 11-20-01

REF. #: 0262. 3343

CORP. NAME: Veterinary Properties, a Florida Partnership
merging into ALOE INVESTMENTS LIMITED
PARTNERSHIP, LLP

- | | | |
|--|---|--|
| ☐ ARTICLES OF INCORPORATION | ☐ ARTICLES OF AMENDMENT | ☐ ARTICLES OF DISSOLUTION |
| ☐ ANNUAL REPORT | ☐ TRADEMARK/SERVICE MARK | ☐ FICTITIOUS NAME |
| ☐ FOREIGN QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☐ LIMITED LIABILITY |
| ☐ REINSTATEMENT | ☒ MERGER | ☐ WITHDRAWAL |
| ☐ CERTIFICATE OF CANCELLATION | ☐ UCC-1 | ☐ UCC-3 |
| ☐ OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 500765 FOR \$ 50.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

000004691780--3
-11/26/01--01001--007
*****50.00 *****50.00

CF 77.50
CERT 52.50

COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING
☐ CERTIFICATE OF STATUS

000004691780--3
-11/26/01--01001--008
*****80.00 *****80.00

☐ PLAIN STAMPED COPY

Examiner's Initials

RECEIVED
01 NOV 20 PM 4:54
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

FILED
NOV 20 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

ARTICLES OF MERGER
Merger Sheet

MERGING:

FILED
01 NOV 20 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VETERINARY PROPERTIES, A FLORIDA GENERAL PARTNERSHIP

INTO

ALOE INVESTMENTS LIMITED PARTNERSHIP, LLLP, a Florida entity,
A01000001459

File date: November 20, 2001

Corporate Specialist: Buck Kohr

BK

AGREEMENT AND ARTICLES OF MERGER

FILED
01 NOV 20 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT is made and entered into this 19th day of November, 2001, by and between VETERINARY PROPERTIES, a Florida partnership (the "General Partnership") and ALOE INVESTMENTS LIMITED PARTNERSHIP, LLLP, a Florida limited liability limited partnership (the "Limited Partnership"), and constitutes the Articles of Merger for the merger of such partnerships in accordance with Section 620.203, Florida Statutes.

WITNESSETH:

WHEREAS, the general partners of the General Partnership and the Limited Partnership (collectively, the "Constituent Partnerships") deem it advisable and generally to the welfare of the Constituent Partnerships and their respective partners that the General Partnership be merged with and into the Limited Partnership, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, the General Partnership has two general partners who are equal partners; and

WHEREAS, the Limited Partnership has 2,000 partnership units now issued and outstanding.

NOW, THEREFORE, the Constituent Partnerships, by and among themselves and their respective general partners, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the General Partnership shall merge with and into the Limited Partnership with the Limited Partnership being the surviving partnership pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement and Articles of Merger:

1. The name, street address of its principal office, jurisdiction, and entity type of the merging partnership are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Veterinary Properties 13221 North Dale Mabry Highway Tampa, Florida 33618	Florida	Partnership

FEI Number: 59-2260553

2. The name, street address of its principal office, jurisdiction, and entity type of the surviving partnership are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Aloe Investments Limited Partnership, LLLP 1510 E. Hillsborough Avenue Tampa, Florida 33610	Florida	Limited Liability Limited Partnership

Florida Document/Registration Number: A01000001459

3. The merger shall be in accordance with the Plan of Merger attached hereto as Exhibit "A" (the "Plan of Merger"). The Plan of Merger meets the requirements of Section 620.201, Florida Statutes, and was approved by each partnership and limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

4. The surviving party has obtained the written consent of each person that as a result of the merger will now be a general partner of the surviving party pursuant to Section 620.202(2), Florida Statutes.

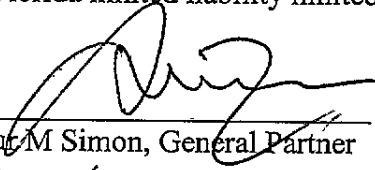
5. The merger is permitted and not prohibited under the laws of the State of Florida and is not prohibited by the agreement of any partnership or limited partnership that is a party to the merger.

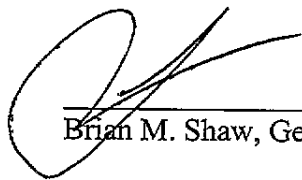
6. The merger shall become effective as of the date these Articles of Merger are filed with Florida Department of State.

7. These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the Constituent Partnerships have caused this Agreement to be executed in accordance with the laws of the State of Florida.

ALOE INVESTMENTS LIMITED PARTNERSHIP,
LLLP, a Florida limited liability limited partnership

By: 
Arthur M. Simon, General Partner


Brian M. Shaw, General Partner

VETERINARY PROPERTIES, a
Florida general partnership,

By: _____

Arthur M Simon, General Partner

Brian M. Shaw, General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

PLAN OF MERGER

1. The name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Veterinary Properties	Florida

2. The name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Aloe Investments Limited Partnership, LLLP	Florida

3. The terms and conditions of the merger are as follows:

Each partner of Veterinary Properties will receive as a limited partner of Aloe Investments Limited Partnership, LLLP, 9,200 Partnership Units of Aloe Investments Limited Partnership, LLLP.

4. The manner and basis of converting the partnership interests of Veterinary Properties into partnership interests of Aloe Investments Limited Partnership, LLLP, are as follows:

Each of the two 50% general partnership interests of Veterinary Properties will be converted, based on its respective fair market value, into 9,200 limited partner Partnership Units of Aloe Investments Limited Partnership, LLLP.

5. The names and addresses of the general partners of Aloe Investments Limited Partnership, LLLP, as the surviving party, are as follows:

Arthur M. Simon
1510 E. Hillsborough Avenue
Tampa, Florida 33610

Brian M. Shaw
1510 E. Hillsborough Avenue
Tampa, Florida 33610

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TALLAHASSEE, FLORIDA