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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

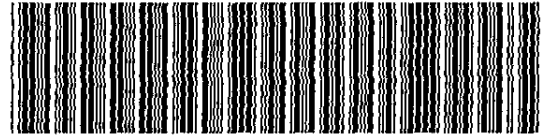
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN DEC 31 2003

CT CORPORATION

December 31, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

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TALLAHASSEE, FLORIDA

Re: Order #: 6007632 SO  
Customer Reference 1: None  
Customer Reference 2: None

Dear Secretary of State, Florida:

Please file the attached:

Lipschutz Family Limited Partnership (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

File  
Second  
Please.

**STATE OF FLORIDA**  
**CERTIFICATE OF MERGER**  
**Of**  
**LIPSCHUTZ FAMILY LIMITED PARTNERSHIP**  
**INTO**  
**LIPSCHUTZ FAMILY LIMITED PARTNERSHIP**

Pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act of 1986, as amended (the "Act"), the undersigned hereby submit the following certificate:

FIRST: That the name and respective state of domicile of each of the constituent parties to the merger is as follows:

NAME	STATE OF FORMATION
Lipschutz Family Limited Partnership	Florida #A0100000-511
Lipschutz Family Limited Partnership	Delaware

SECOND: That the name of the surviving entity of the merger is Lipschutz Family Limited Partnership, a Delaware limited partnership (the "Lipschutz Family Limited Partnership (Delaware)").

THIRD: That the executed Plan and Agreement of Merger, attached hereto as Exhibit A and incorporated herein by reference, is on file at the chief executive office of the surviving entity.

FOURTH: That an Agreement of Merger between the parties to the merger has been approved, adopted, affirmed, executed and acknowledged by each of the constituent parties in accordance with the requirements of subsection (1) of Section 620.203 of the Act of 1995 and subsection (b) of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act of 1983, as amended.

FIFTH: That the address of the surviving entity's chief executive office is 1299 N. Tamiami Trail, Unit 828, Sarasota, Florida 34236.

SIXTH: That the effective time of the merger is the filing of a Certificate of Merger with the Secretary of State of the State of Delaware.

SEVENTH: That the surviving entity may be served with process in the State of Florida in any proceeding to enforce any obligation or the rights of dissenting partners of the Lipschutz Family Limited Partnership, a Florida limited partnership (the "Lipschutz Family Limited Partnership (Florida)"), as well as for enforcement of any obligation of the surviving entity arising from the merger, and it does hereby appoint the Secretary of State of the State of Florida as its agent to accept such service of process in any suit or other proceeding. The address

to which a copy of such process shall be mailed by the Secretary of State of the State of Florida is 1299 N. Tamiami Trail, Unit 828, Sarasota, Florida 34236.

EIGHTH: That the surviving entity has agreed to promptly pay to the dissenting partners of the Lipschutz Family Limited Partnership (Florida) the amount, if any, to which they are entitled under Section 620.205 of the Act.

NINTH: That anything herein or elsewhere to the contrary notwithstanding, the Plan and Agreement of Merger may be terminated or abandoned by mutual consent of the partners of Lipschutz Family Limited Partnership (Florida) and the partners of Lipschutz Family Limited Partnership (Delaware) at any time prior to the date of filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

[SIGNATURES FOLLOW ON NEXT PAGE]

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 24th day of December, 2003

LIPSCHUTZ FAMILY LIMITED PARTNERSHIP

Marion Lipschutz  
Marion Lipschutz Revocable Trust dated  
October 8, 1992, General Partner  
Marion Lipschutz, Trustee

Stanton Lipschutz  
Marion Lipschutz Revocable Trust dated  
October 8, 1992, General Partner  
Stanton Lipschutz, Trustee

Marion Lipschutz  
Marion Lipschutz Revocable Trust dated  
October 8, 1992, Limited Partner  
Marion Lipschutz, Trustee

Stanton Lipschutz  
Marion Lipschutz Revocable Trust dated  
October 8, 1992, Limited Partner  
Stanton Lipschutz, Trustee

Brion Lipschutz  
Irrevocable Trust fbo Brion Lipschutz dated  
December 9, 1998, Limited Partner  
Brion Lipschutz, Trustee


Leonard Amsterdam  
Irrevocable Trust fbo Brion Lipschutz dated  
December 9, 1998, Limited Partner  
Leonard Amsterdam, Trustee

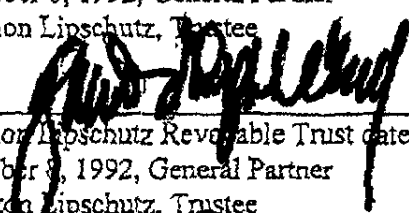
Grace R. Cooper  
Irrevocable Trust fbo Grace R. Cooper dated  
December 9, 1998, Limited Partner  
Grace R. Cooper, Trustee


Leonard Amsterdam  
Irrevocable Trust fbo Grace R. Cooper dated  
December 9, 1998, Limited Partner  
Leonard Amsterdam, Trustee

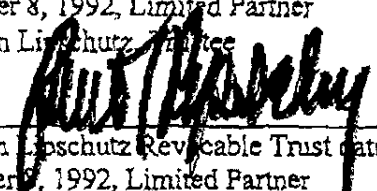
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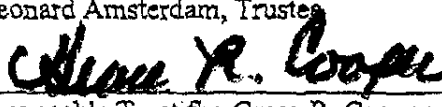
  
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Stanton Lipschutz, Trustee


  
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December 9, 1998, Limited Partner  
Brion Lipschutz, Trustee

  
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## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made as of the day of December 24, 2003, by and between LIPSCHUTZ FAMILY LIMITED PARTNERSHIP, a Florida partnership (the "Lipschutz Family Limited Partnership (Florida)") and LIPSCHUTZ FAMILY LIMITED PARTNERSHIP, a Delaware limited partnership (the "Lipschutz Family Limited Partnership (Delaware)").

WHEREAS, the Lipschutz Family Limited Partnership (Florida) wishes to merge into the Lipschutz Family Limited Partnership (Delaware), with the Lipschutz Family Limited Partnership (Delaware) being the survivor of the merger (such transaction, the "Merger"); and

WHEREAS, each Partner of the Lipschutz Family Limited Partnership (Florida) and each Partner of the Lipschutz Family Limited Partnership (Delaware) have determined that it is advisable and in the best interests of the Lipschutz Family Limited Partnership (Florida) to merge into the Lipschutz Family Limited Partnership (Delaware).

NOW, THEREFORE, the Lipschutz Family Limited Partnership (Florida) and the Lipschutz Family Limited Partnership (Delaware), parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do agree as follows:

1. The Lipschutz Family Limited Partnership (Florida) shall merge with and into the Lipschutz Family Limited Partnership (Delaware) in accordance with the applicable provisions of the Delaware Revised Uniform Limited Partnership Act of 1983, as amended (the "Act"), and the separate existence of the Lipschutz Family Limited Partnership (Florida) shall thereupon cease.
2. The Lipschutz Family Limited Partnership (Delaware) shall be the surviving entity and shall continue its existence under the laws of the state of Delaware. The name and address of the general partner of the surviving entity is Marion Lipschutz Revocable Trust dated October 8, 1992, 1299 N. Tamiami Trail, Unit 828, Sarasota, Florida 34236.
3. The Certificate of Formation of the Lipschutz Family Limited Partnership (Delaware) shall continue in full force and effect as the Certificate of Formation of the surviving entity.
4. The Partnership Agreement of the Lipschutz Family Limited Partnership (Delaware) as in effect upon the effective date of the Merger shall be the Partnership Agreement of the surviving entity and will continue in full force and effect until altered, amended or repealed as therein provided and in the manner prescribed by the provisions of the Act.
5. Each partnership interest in the Lipschutz Family Limited Partnership (Florida) shall be extinguished at the effective time of the Merger.

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6. Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Lipschutz Family Limited Partnership (Florida) shall be transferred to, vested in and devolve upon the Lipschutz Family Limited Partnership (Delaware) without further act or deed and all property, rights and every other interest of the Lipschutz Family Limited Partnership (Delaware) and the Lipschutz Family Limited Partnership (Florida) shall be as effectively the property of the Lipschutz Family Limited Partnership (Delaware) as they were of the Lipschutz Family Limited Partnership (Delaware) and the Lipschutz Family Limited Partnership (Florida), respectively. The Lipschutz Family Limited Partnership (Florida) hereby agrees from time to time, as and when requested by the Lipschutz Family Limited Partnership (Delaware) or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Lipschutz Family Limited Partnership (Delaware) may deem necessary or desirable in order to vest in and confirm to the Lipschutz Family Limited Partnership (Delaware) title to and possession of any property of the Lipschutz Family Limited Partnership (Florida) acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers of the Lipschutz Family Limited Partnership (Florida) are fully authorized in the name of the Lipschutz Family Limited Partnership (Florida) or otherwise to take any and all such action, including all such action necessary so that title to and possession of any property of the Lipschutz Family Limited Partnership (Florida) acquired or to be acquired by reason of or as a result of the merger herein provided shall vest in the Lipschutz Family Limited Partnership (Delaware) within one year of the date hereof.

7. The Lipschutz Family Limited Partnership (Delaware) assumes each of the obligations of the Lipschutz Family Limited Partnership (Florida).

8. This Agreement shall be construed and interpreted in accordance with the laws of the State of Delaware.

9. This Agreement shall inure to the benefit of and shall be binding upon the parties and their respective successors and assigns.

10. The Merger contemplated herein shall be effective as of the filing of a Certificate of Merger with the Department of State of the State of Delaware.


11. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated or abandoned by mutual consent of the Partners of the Lipschutz Family Limited Partnership (Delaware) and the Partners of the Lipschutz Family Limited Partnership (Florida) at any time prior to the date of the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

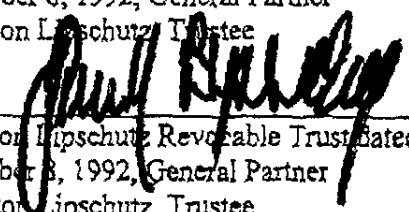
[SIGNATURES FOLLOW ON NEXT PAGE]




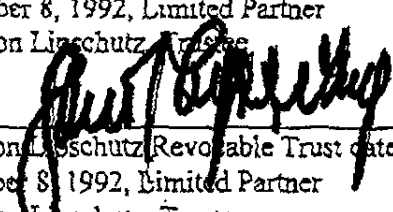
IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement of Merger to be executed by all of the respective Partners of each party hereto as of the year and date first written above.


LIPSCHUTZ FAMILY LIMITED PARTNERSHIP

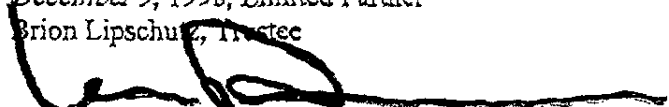
  
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Marion Lipschutz, Trustee


  
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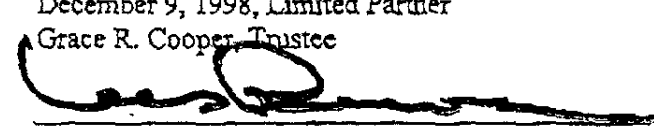
  
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