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MERGER OR SHARE EXCHANGE

Botosh, L.P.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BOTOSH, LTD., A FLORIDA ENTITY, A01000001555

INTO

BOTOSH, L.P. entity not qualified in Florida

File date: December 31, 2002

Corporate Specialist: Brenda Tadlock

MEMORY TRANSMISSION REPORT

TIME : DEC-31-2002 11:54AM
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FILE NUMBER : 223
 DATE : DEC-31 11:51AM
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 DOCUMENT PAGES : 007
 START TIME : DEC-31 11:51AM
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*** SUCCESSFUL TX NOTICE ***

RUTHERFORD, MULHALL & WARGO
 PROFESSIONAL ASSOCIATION
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 ROBERT B. BUNN
 JUDITH A. ESHWAY
 KEVIN J. GIERMAN
 DEAN L. GIERMAN
 SHARON E. HARRIS
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 CHARLES E. RUTHERFORD
 ARTHUR J. TROPEA
 ARTHUR G. WALLACE
 MICHAEL S. WARGO
 ROBERT H. WINGER

BOGA RATON OFFICE
 FOUNTAIN SQUARE I, FOURTH FLOOR
 2400 NORTH MILITARY TRAIL
 BOGA RATON, FL 33481-2222
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COMMENTS:



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 23, 2003

RUTHERFORD, MULHALL & WARGO, PA

SUBJECT: BOTOSH, LTD.
REF: A01000001555

We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

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The plan of merger must include the general partners addresses.

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DIVISION OF CORPORATION

Fax Audit Number: H03000044901 4ARTICLES OF MERGER
OF

BOTOSH, LTD

AO 1000001555

Pursuant to Florida Statutes Section 620.203 of the Florida Revised Uniform Limited Partnership Act of 1986 ("Act"), BOTOSH, LTD, a Florida limited partnership (the "Partnership"), hereby adopts the following Articles Of Merger:

1. The Agreement And Plan of Merger ("Plan") is attached hereto as Exhibit "A."
2. The Plan was approved by the Partnership in accordance with the applicable provisions of the Act, and the written consent of each person who, as a result of the merger, becomes a general partner of the surviving entity has been obtained pursuant to s.620.202(2) of the Act.
3. The effective date of these Articles of Merger shall be the date of filing with the Secretary of State of Florida, and such Articles shall act as a Certificate Of Cancellation for purposes of s.620.113, effective as of such effective date.
4. The surviving entity, BOTOSH, L.P., a Delaware limited partnership whose principal office is 590 Candlewyck Road, Lancaster, PA 17601, hereby appoints the Secretary of State as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting partners of BOTOSH, LTD, and hereby agrees to promptly pay to such dissenting partners the amount, if any, to which they are entitled under s. 620.205.

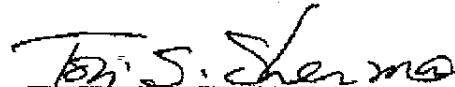
IN WITNESS WHEREOF, we, the undersigned, have executed these Articles Of Merger, this 30th day of December, 2002.

BOTOSH, LTD


Robert B. Sherman, General Partner


Tobi S. Sherman, General Partner


Robert B. Sherman, Limited Partner


Tobi S. Sherman, Limited Partner

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TALLAHASSEE, FLORIDA

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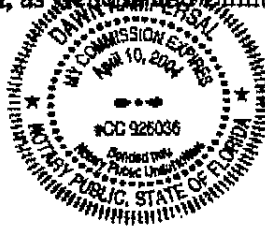
Prepared By:
MARK L. NOWAK, ESQ.
FLORIDA BAR NO. 699985
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

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STATE OF FLORIDA)
COUNTY OF PALM BEACH)

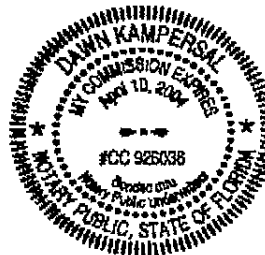
The foregoing instrument was acknowledged before me this 30th day of December, 2002,
by Robert B. Sherman, as General and Limited Partner of BOTOSH, LTD.



Dawn Kampersal
Notary Public

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30th day of December, 2002,
by Tobi S. Sherman, as General and Limited Partner of BOTOSH, LTD.



Dawn Kampersal
Notary Public

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TALLAHASSEE, FLORIDA

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Fax Audit No. H03000044901 4AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan") is entered this 30th day of December, 2002, by and among BOTOSH, LTD, a Florida limited partnership ("FL L.P."), BOTOSH L.P., a Delaware limited partnership and successor by conversion hereunder to the FL L.P. ("DE L.P."), Robert B. Sherman and Tobi S. Sherman ("General Partners") and Robert B. Sherman and Tobi S. Sherman ("Limited Partners") (the General Partners and Limited Partners are collectively referred to herein as "Partners"), being all of the general partners and limited partners of the FL L.P. and all of the general and limited partners of the DE L.P.

The DE L.P. is a limited partnership formed under the provisions of the Florida Revised Uniform Limited Partnership Act (1986) ("Florida Act"). The FL L.P. and the Partners have determined that it would be in the best interests of the FL L.P. to merge the FL L.P. with the DE L.P. under the Delaware Revised Uniform Limited Partnership Act ("Delaware Act"). In order to set forth their agreements and understandings with respect to the foregoing, the FL L.P., the DE L.P. and the Partners have entered and adopted this Agreement and Plan of Merger.

In consideration of the mutual promises herein contained and intending to be legally bound, the FL L.P., the DE L.P., and the Partners agree as follows:

I. Merger of FL L.P. and DE L.P. Effective as of the filing of the Articles of Merger ("Effective Date"), the FL L.P. and DE L.P. are hereby merged in accordance with the Florida Act and the Delaware Act. Pursuant to such merger:

(a) The Partners shall cause the preparation and filing of all documents, instruments or writings as shall be necessary in order to evidence and carry out the merger, including without limitation, a Certificate of Merger with the State of Delaware and Articles of Merger with the State of Florida;

(b) DE L.P. shall be the surviving entity from the merger and shall maintain its status as a Delaware limited partnership;

(c) Each Partner shall own an identical interest in the FL L.P. and DE L.P. (as a general or limited partner) as more fully described in paragraph 2 of this Plan.

(d) The Partners shall reaffirm and the DE L.P. shall be governed by and operated in accordance with the Limited Partnership Agreement of the DE L.P. in the form attached hereto as Exhibit "A";

(e) The Partners, on behalf of the FL L.P., hereby assign and transfer to the DE L.P. the entire business of the FL L.P. and all assets and liabilities of the FL L.P. which shall be effective upon the filing of the Articles/Certificate of Merger;

Agreement And Plan of Merger - 1

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(f) The DE L.P. shall succeed to and shall continue and carry on the business and activities of the FL L.P.; and

(g) The Partners shall execute and deliver any additional documentation as shall be necessary in order to carry out the merger described in this Plan and the transactions contemplated thereby and to assure continuation of any and all financing arrangements, if any, currently in place with respect to the FL L.P., subject to any changes which the Partners shall deem in the best interests of the FL L.P. and the DE L.P.

2. Merger of Interests. As of the Effective Date and without further action by any of the Partners, the existing general and limited partnership interests of each Partner before and of the merger should be as follows:

Partner	<u>Pre-Merger Percentage Interest in FL L.P.</u>	<u>Pre-Merger Percentage Interest in DE L.P.</u>	<u>Post-Merger Percentage Interest in DE</u>
Robert B. Sherman 590 Candlewyck Rd. Lancaster, PA 17601	1% (general)	1% (general)	1% (general)
Tobi S. Sherman 590 Candlewyck Rd. Lancaster, PA 17601	1% (general)	1% (general)	1% (general)
Robert B. Sherman	49% (limited)	49% (limited)	49% (limited)
Tobi S. Sherman	49% (limited)	49% (limited)	49% (limited)

3. Miscellaneous

(a) This Plan shall be binding on the FL L.P., the DE L.P., the Partners and their respective heirs, successors and assigns. IT IS HEREBY ACKNOWLEDGED AND CONFIRMED THAT THE FL L.P. AND THE DE L.P. ARE OWNED BY THE SAME INDIVIDUALS IN IDENTICAL PERCENTAGES AND THIS AGREEMENT AND PLAN OF MERGER IS BEING EXECUTED SOLELY TO EFFECTUATE THE CONVERSION OF THE FL L.P. FROM A FLORIDA LIMITED PARTNERSHIP TO A DELAWARE LIMITED PARTNERSHIP THROUGH MERGER.

(b) This Plan sets forth the entire agreement of the parties with respect to the subject matter hereof and except as set forth herein, there are no contracts, agreements or understandings, written or oral, with respect thereto. This Plan may be executed in one or more counterparts, each of which shall be considered an original and which together shall constitute one and the same instrument.

(c) This Plan may be altered, amended or cancelled only by a writing signed by all of the Partners.

Agreement And Plan of Merger - 2

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Exhibit A

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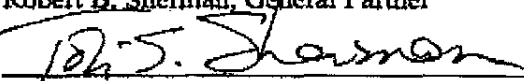
(d) The situs of this Plan shall be Palm Beach County, Florida and its interpretation and enforcement shall be governed by the laws of the State of Florida.


(e) The Partners hereby waive any statutory written notice of a meeting or this action with respect to the approval of the Plan

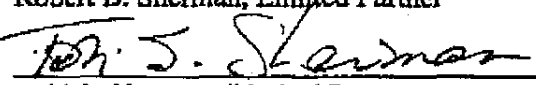
IN WITNESS WHEREOF, BOTOSH, LTD, BOTOSH, L.P. and all of the Partners of the FL L.P. and the DE L.P. have duly executed this Agreement and Plan of Merger as fo the day and year first above written.

BOTOSH, LTD


Robert B. Sherman, General Partner



Tobi S. Sherman, General Partner



Robert B. Sherman, Limited Partner


Tobi S. Sherman, Limited Partner

BOTOSH, L.P.


Robert B. Sherman, General Partner


Tobi S. Sherman, General Partner


Robert B. Sherman, Limited Partner


Tobi S. Sherman, Limited Partner

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TALLAHASSEE, FLORIDA

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Agreement And Plan of Merger - 3

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Exhibit A

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 6, 2003



Joseph W.N. Rugg

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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