

**A02000000249** *File In* *#15750*

CORPORATE  
ACCESS  
INC.

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☒ CERTIFIED COPY \_\_\_\_\_ CUS \_\_\_\_\_

\_\_\_\_\_  
PHOTO COPY \_\_\_\_\_ ☒ FILING *Merger*

1.) *JLF Family Partnership, L.P.*  
(CORPORATE NAME & DOCUMENT #) *into*

2.) *JLF Family Partnership, Ltd.*  
(CORPORATE NAME & DOCUMENT #)

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3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS \_\_\_\_\_

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JLF FAMILY PARTNERSHIP, L.P. a Delaware entity not qualified in Florida

INTO

**JLF FAMILY PARTNERSHIP, LTD.**, a Florida entity, A02000000249

File date: February 26, 2002

Corporate Specialist: Lee Rivers

**ARTICLES AND CERTIFICATE OF MERGER**  
**OF**  
**JLF FAMILY PARTNERSHIP, L.P.**  
**(a Delaware Limited Partnership)**  
**AND**  
**JLF FAMILY PARTNERSHIP, LTD.**  
**(a Florida Limited Partnership)**

Pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act (the "Act") JLF Family Partnership, L.P., a Delaware limited partnership ("JLFDEL"), and JLF Family Partnership, Ltd., a Florida limited partnership ("JLFFL"), hereby adopt the following Articles of Merger:

1. The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

a. JLF Family Partnership, L.P.                      Delaware                      Limited Partnership  
c/o Peter Winnington  
200 W. 9<sup>th</sup> Street Plaza  
Wilmington, Delaware 19899

b. JLF Family Partnership, Ltd.                      Florida                      Limited Partnership  
c/o James Ferraro  
200 S. Biscayne Boulevard  
Suite #3800  
Miami, Florida 33131  
Florida Registration Number: AC2000000249

2. The exact name, address of its principal office, and entity type of the **surviving** party are as follows:

JLF Family Partnership, Ltd.                      Florida                      Limited Partnership  
c/o James Ferraro  
200 S. Biscayne Boulevard  
Suite #3800  
Miami, Florida 33131  
Florida Registration Number: AC2000000249

3. The attached Plan of Merger meets the requirements of section 620.201, Florida Statutes, and was approved by the sole general partners of each limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

4. The attached Plan of Merger was approved by JLFDEL in accordance with the laws of the state of Delaware.

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5. JLFFL as the surviving entity has obtained the written consent of each member of JLF General Partner, LLC, a Florida limited liability company that as a result of the merger is now the general partner of the surviving entity pursuant to section 620.202(2), Florida Statutes.

6. The merger is permitted under the laws of Florida and Delaware and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of JLFDEL and JLFFL by their general partners as of January 31, 2002.

**JLF Family Partnership, L.P.,**  
A Delaware limited partnership

By: Louis J. Ferraro  
JLF General Partner, Inc., General Partner  
Louis J. Ferraro, President

**JLF Family Partnership, Ltd.,**  
A Florida limited partnership

By: James L. Ferraro  
JLF General Partner, LLC, General Partner  
James L. Ferraro, Manager

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**PLAN OF MERGER OF  
JLF FAMILY PARTNERSHIP, L.P.  
WITH AND INTO  
JLF FAMILY PARTNERSHIP, LTD.**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement"), dated as of January 31, 2002, is made by and among JLF FAMILY PARTNERSHIP, L.P., a Delaware limited partnership ("JLFFL"), and JLF FAMILY PARTNERSHIP, LTD., a Florida limited partnership ("JLFDEL");

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

**WHEREAS**, the parties desire that JLFDEL be merged with and into JLFFL, with JLFFL being the surviving entity, in accordance with Sections 620.201 *et seq.* of the Florida Revised Uniform Limited Partnership Act;

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

- |    |   |          |                     |
|----|---|----------|---------------------|
| a. | JLF Family Partnership, L.P.<br>c/o Peter Winnington<br>200 W. 9 <sup>th</sup> Street Plaza<br>Wilmington, Delaware 19899   | Delaware | Limited Partnership |
| b. | JLF Family Partnership, Ltd.<br>c/o James Ferraro<br>200 S. Biscayne Boulevard<br>Suite #3800<br>Miami, Florida 33131<br>Florida Registration Number: <u>A02000000249</u> | Florida  | Limited Partnership |

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2. The exact name, address of its principal office, and entity type of the **surviving** party are as follows:

- |   |         |                     |
|---|---------|---------------------|
| JLF Family Partnership, Ltd.<br>c/o James Ferraro<br>200 S. Biscayne Boulevard<br>Suite #3800<br>Miami, Florida 33131<br>Florida Registration Number: <u>A02000000249</u> | Florida | Limited Partnership |
|---|---------|---------------------|

3. Terms and Conditions of the Merger

3.1 In accordance with the provisions of this Agreement and the Florida Revised Uniform Limited Partnership Act, at the Effective Time (as defined below), JLFDEL shall be merged with and into JLFFL (the "Merger"), the separate corporate existence of JLFDEL shall cease, and JLFFL shall continue its existence under the laws of the State of Florida (the "Surviving Partnership"). (JLFDEL, and JLFFL are collectively referred to as the "Constituent Partnerships")

3.2 The Merger shall become effective the day on which the Articles of Merger and Plan of Merger are filed by the Secretary of State of Florida (the "Effective Date").

3.3 The Surviving Partnership shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Partnerships. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Partnerships shall be vested in the Surviving Partnership without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Partnership shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Partnerships shall be vested in the Surviving Partnership without further act or deed. The Surviving Partnership shall be liable for all of the obligations of each of the Constituent Partnership existing as of the Effective Date.

2. Status and Conversion of Partnership Interests.

2.1 Each limited partnership interest of JLFDEL which shall be issued and outstanding immediately before the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid limited partnership interest of JLFFL.

2.2 The issued and outstanding JLFDEL general partner interest of JLF General Partner, Inc., a Delaware corporation, in effect immediately prior to the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist.


3. Internal Structure of Surviving Partnership

3.1 The Certificate of Limited Partnership and Partnership agreement of the Surviving Partnership in effect immediately prior to the Effective Date shall remain in effect and be the Certificate of Limited Partnership and Partnership Agreement of the Surviving Partnership.

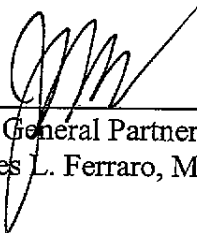
3.2 The general partner of the Surviving Partnership in office immediately prior to the Effective Date shall continue to be the general partner of the Surviving Partnership after the Merger and shall hold such position in accordance with the Certificate of Limited Partnership and Partnership Agreement of the Surviving Partnership.

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**JLF Family Partnership, L.P.,**  
A Delaware limited partnership.

By:   
JLF General Partner, Inc., General Partner  
Louis J. Ferraro, President

**JLF Family Partnership, Ltd.,**  
A Florida limited partnership

By:   
JLF General Partners, LLC  
James L. Ferraro, Manager

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