

A02000000866

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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2002 JUN 24 PM 3:03

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

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-06/26/02--01056--008
*****35.00 *****35.00

CONTACT:

DATE:

REF. #:

CORP. NAME:

() ARTICLES OF INCORPORATION

() ANNUAL REPORT

() FOREIGN QUALIFICATION

() REINSTATEMENT

() CERTIFICATE OF CANCELLATION

() OTHER:

() ARTICLES OF AMENDMENT

() TRADEMARK/SERVICE MARK

() LIMITED PARTNERSHIP

(X) MERGER

() UCC-1

() ARTICLES OF DISSOLUTION

() FICTITIOUS NAME

() LIMITED LIABILITY

() WITHDRAWAL

() UCC-3

EFFECTIVE DATE
06/24/02

STATE FEES PREPAID WITH CHECK# 502593 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

() CERTIFIED COPY

() CERTIFICATE OF GOOD STANDING

(X) CERTIFICATE OF STATUS

(X) PLAIN STAMPED COPY

Examiner's Initials

W02-18526
J. BRYAN JUN 25 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 25, 2002

CORPDIRECT AGENTS, INC.

SUBJECT: SUTTON FAMILY INVESTMENTS LIMITED PARTNERSHIP, LLLP
Ref. Number: W02000018526

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

RECEIVED
02 JUN 25 PM 4:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for SUTTON FAMILY INVESTMENTS LIMITED PARTNERSHIP, LLLP and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 002A00040810

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUTTON FAMILY LIMITED PARTNERSHIP, A NONQUALIFIED GA ENTITY

,

INTO

SUTTON FAMILY INVESTMENTS LIMITED PARTNERSHIP LLLP, a Florida
entity, A02000000866

File date: June 24, 2002, effective June 24, 2002

Corporate Specialist: Joey Bryan

**ARTICLES OF MERGER OF
SUTTON FAMILY LIMITED PARTNERSHIP
AND**

SUTTON FAMILY INVESTMENTS LIMITED PARTNERSHIP,

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.203 of the Florida Statutes, the undersigned sets forth the following:

EFFECTIVE DATE

1. The following constituent entities (the "Constituent Entities") are parties to the merger: 06/24/02

A. SUTTON FAMILY LIMITED PARTNERSHIP, a limited partnership duly organized and existing under the laws of the State of Georgia (the "Merging Entity"); and

B. SUTTON FAMILY INVESTMENTS LIMITED PARTNERSHIP, LLLP, a limited liability limited partnership duly organized and existing under the laws of the State of Florida (the "Surviving Entity").
A02000000806

2. The Merging Entity is merging with and into the Surviving Entity with the Surviving Entity surviving the merger.

3. The Plan of Merger has been approved and adopted by the Merging Entity in accordance with the applicable provisions of the Georgia Revised Uniform Limited Partnership Act and has been approved and adopted by the Surviving Entity in accordance with the applicable laws of the State of Florida.

4. A complete executed copy of the Plan of Merger is attached hereto as Exhibit "A".

5. The effective date of the merger shall be as of the 24th day of JUNE, 2002.

6. The Surviving Entity's principal office is located at: 3314 W. Mullen Avenue, Tampa, Florida 33609.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed on behalf of the respective Constituent Entities this 21st day of JUNE, 2002.

GENERAL PARTNER OF MERGING ENTITY

Henry W. Sutton
HENRY W. SUTTON, as the sole general partner of Sutton Family Limited Partnership, a Georgia limited partnership

GENERAL PARTNER OF SURVIVING ENTITY

Henry W. Sutton
HENRY W. SUTTON, as the sole general partner of Sutton Family Investments Limited Partnership, LLLP, a Florida limited liability limited partnership

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated this June, 2002, is made and entered into by and between SUTTON FAMILY LIMITED PARTNERSHIP, a Georgia limited partnership (the "Merging Partnership"), and SUTTON FAMILY INVESTMENTS LIMITED PARTNERSHIP, LLLP, a Florida limited liability limited partnership (the "Surviving Partnership") (the Merging Partnership and Surviving Partnership being sometimes hereinafter referred to as the "Constituent Partnerships.")

WITNESSETH:

WHEREAS, the Merging Partnership is a limited partnership duly organized and existing under the laws of the State of Georgia, with its office address at 801 Baldwin Dr., Tifton, Georgia 31794;

WHEREAS, the Surviving Partnership is a limited liability limited partnership duly organized and existing under the laws of the State of Florida with its office address at: 3314 W. Mullen Avenue, Tampa, Florida 33609;

WHEREAS, the general partner of each of the Constituent Partnerships deems it advisable for the general welfare of such Constituent Partnership and its partners that the Merging Partnership be merged with and into the Surviving Partnership (the "Merger") which shall be the surviving entity in the merger and that the name of such surviving entity will be "Sutton Family Investments Limited Partnership, LLLP";

WHEREAS, the Merging Partnership and the Surviving Partnership are commonly owned and controlled by the same partners (the "Partners"), with each of the Partners owning identical percentage interests in each of the respective Constituent Partnerships; and

WHEREAS, as a result of the common ownership by the Partners in equal percentages of the respective Constituent Partnerships, there is no need to issue additional partnership interests to the Partners as a result of the Merger.

NOW, THEREFORE, the Constituent Partnerships hereby agree that the Merging Partnership shall be merged with and into the Surviving Partnership in accordance with applicable laws of the State of Florida and the State of Georgia and the terms and conditions of the following Plan of Merger:

Article I

The Constituent Partnerships

The names of the Constituent Partnerships to the merger are SUTTON FAMILY LIMITED PARTNERSHIP (Ga. Doc. No. _____) and SUTTON FAMILY INVESTMENTS LIMITED PARTNERSHIP, LLLP (Fla. Doc. No. _____).

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Article II
The Merger

On the Effective Date, as hereinafter defined, the Merging Partnership shall be merged with and into Surviving Partnership (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Florida Statutes Chapter 620 (the "Florida Law") and Chapter 14-9 of the Georgia Revised Uniform Limited Partnership Act (the "Georgia Law").

Article III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VIII hereof, the Constituent Partnerships shall be a single limited partnership, which shall be the Surviving Partnership. From and after such filing, the separate existence of the Merging Partnership shall cease, while the existence of the Surviving Partnership shall continue unaffected and unimpaired. The Surviving Partnership shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited liability limited partnership organized under Florida Law. The Surviving Partnership shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Partnerships. Except as may be otherwise specifically required by law, all property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Partnerships shall be taken and deemed to be transferred to and vested in Surviving Partnership without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Partnerships, shall not revert or be in any way impaired by reason of such Merger. The Surviving Partnership shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Partnerships, and any claim existing or action or proceeding pending by or against either of the Constituent Partnerships may be prosecuted as if such Merger had not taken place, or the Surviving Partnership may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Partnerships shall be impaired by such Merger.

Article IV
Federal Tax Treatment of Merger

Since both of the Constituent Partnerships are owned by the same Partners in identical percentages, and since the Merging Partnership is credited with the greater value of assets in the Merger, the Surviving Partnership shall be deemed to be a continuation of the Merging Partnership for federal income tax purposes and the temporary tax partnership initially created upon the formation of the Surviving Partnership shall be deemed to be terminated for federal income tax purposes. The Merger shall be treated for federal income tax purposes under the assets-over form in accordance with Section 1.708-1(c)(3)(i) of the Treasury Regulations. Consequently, the terminating tax partnership shall be deemed to have contributed all of its assets to the continuing tax partnership in

exchange for interests in the continuing tax partnership, and the terminating tax partnership is then deemed to have transferred such interests in the continuing tax partnership to the Partners in liquidation of the terminating tax partnership.

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Article V
Certificate of Limited Partnership and
Partnership Agreement; General Partners

The Certificate of Limited Partnership and the Partnership Agreement of the Surviving Partnership as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

The person who shall serve as the General Partner of the Surviving Partnership shall be Henry W. Sutton, whose business address is: P. O. Box 925, Tifton, GA 31793.

Article VI
Treatment of Interests of Constituent Partnerships

The Partners own an identical percentage of the interests of each of the respective Constituent Partnerships. Accordingly, the partnership interests of the Merging Partnership immediately prior to the Effective Date, shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled, and no cash or other property shall be moved in respect thereof, and the interests in the Surviving Partnership immediately prior to the Effective Date shall continue to be held by the Partners in the same percentages as held prior to the Effective Date.

Article VII
Further Assurance

If at any time after the effective Date the Surviving Partnership shall consider or be advised that any further assignments or assurances are necessary or desirable to vesting the Surviving Partnership, according to the terms hereof, the title to any property or rights of the Constituent Partnership, the general partner of each of the Constituent Partnerships shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in Surviving Partnership, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

Article VIII
Approval by Limited Partners

This Plan of Merger has been approved by the Partners of each Constituent Partnerships, and Articles of Merger which meet the requirements of the Florida Law and a Certificate of Merger which meets the requirements of Georgia Law shall be filed immediately in the appropriate offices in Florida and Georgia, respectively.

Article IX
Effective Date

The Merger of the Merging Partnership into the Surviving Partnership shall become effective as of the 24th day of June, 2002, pursuant to the filing of the Certificate of Merger in accordance with Georgia Law and the Articles of Merger in accordance with Florida Law.

Article X
Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan or Merger may be terminated and abandoned by the general partner of either of the Constituent Partnerships at any time prior to the first filing of either the Certificate of Merger in accordance with Georgia Law or the Articles of Merger in accordance with Florida Law.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

WITNESSES:

Becky L. Sumner
Ann Ferguson
As to Merging Partnership

**SUTTON FAMILY LIMITED
PARTNERSHIP**

By: Henry W. Sutton
HENRY W. SUTTON, General Partner

"MERGING PARTNERSHIP"

**SUTTON FAMILY INVESTMENTS
PARTNERSHIP, LLLP LIMITED**

By: Henry W. Sutton
HENRY W. SUTTON, General Partner

"SURVIVING PARTNERSHIP"

Becky L. Sumner
Ann Ferguson
As to Surviving Partnership