

AD3000000129

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 28, 2004

JOHN MARLIN
330 MARLIN ROAD
WHITE HOUSE, TN 37188

SUBJECT: NASHVILLE INVESTMENTS, LTD.
Ref. Number: A03000000129

We have received your document for NASHVILLE INVESTMENTS, LTD. and check(s) totaling \$70.00 of which \$ has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$35.00 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership: \$52.50

For each Limited Liability Company: 25.00

For each Corporation: 35.00

For each General Partnership: 25.00

All Others: No Charge

The plan of merger must contain the name(s) and address(es) of the general partner(s) of the surviving entity.

The articles of merger must reflect that the plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 404A00071642

SECRETARY OF STATE
TAMMIE CLINE
NASHVILLE, TN 37188
FLORIDA

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Nashville Investments, Ltd.

330 Marlin Road
White House, Tennessee 37188
Telephone (615) 672-1332
Facsimile (615) 672-8405

December 16, 2004

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

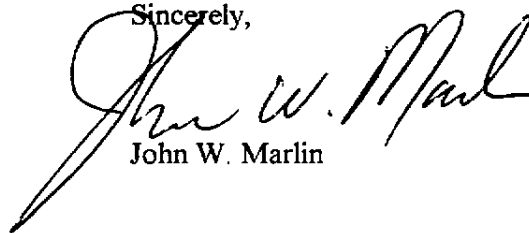
Gentlemen:

Enclosed are the following:

1. Articles of Merger
2. Plan of Merger
3. Check for the \$70.00 filing fee.

If you have any questions, please give me a call.

Sincerely,



John W. Marlin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Nashville Investments, Ltd.

330 Marlin Road
White House, Tennessee 37188
Telephone (615) 672-1332
Facsimile (615) 672-8405

December 31, 2004

Tammie Cline, Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Tammie Cline:

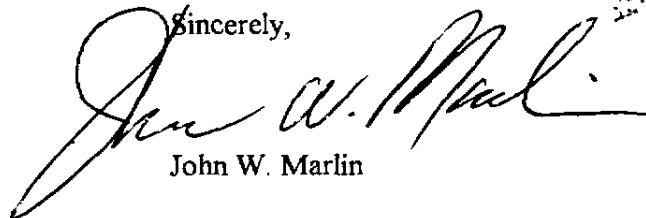
Enclosed are the following:

1. Copy of your letter dated December 28, 2004
2. Articles of Merger
3. Plan of Merger
4. Check for the \$35.00.

As requested in your letter, I included the address of the general partner of the surviving entity in the plan of merger and I included in the articles of merger that all partners approved the merger in accordance with Florida Statutes.

If you have any questions, please give me a call.

Sincerely,



John W. Marlin

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

of

A03-129

NASHVILLE INVESTMENTS, LTD., a Florida limited partnership

with and into

NASHVILLE INVESTMENTS, LTD., LIMITED PARTNERSHIP, a Tennessee limited partnership

These Articles of Merger are hereby submitted for filing in the offices of the Secretary of State of Tennessee, to effect the merger of Nashville Investments, Ltd., a Florida limited partnership (the "Merged Partnership") with and into Nashville Investments, Ltd., Limited Partnership, a Tennessee limited partnership (the "Surviving Partnership"), in accordance with the provisions of Tennessee Statutes.

1. Parties to Merger

The name of each of the parties to this merger, together with the street address of their respective principal offices, jurisdiction of organization, and entity type are as follows:

Name and Street Address	Jurisdiction	Entity Type
Nashville Investments, Ltd. 5600 North Flagler, #307 West Palm Beach, FL 33407 Florida Document/Reg. No. A03000000129 Date Organized January 28, 2003	Florida	Limited partnership
Nashville Investments, Ltd., Limited Partnership 330 Marlin Road White House, TN 37188 Tennessee Control Number 0478210 Date Organized September 24, 2004	Tennessee	Limited partnership

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2. Surviving Entity

The name of the surviving entity following the consummation of this merger, together with the street address of its principal offices, jurisdiction of organization, and entity type are as follows:

Name and Address

Nashville Investments, Ltd., Limited Partnership
330 Marlin Road
White House, TN 37188

Jurisdiction

Tennessee

Entity Type

Limited partnership

3. Approval

The attached Plan of Merger has been approved by the general and limited partners of both parties to the merger. *In accordance with Chapters 607, 617, 608 and/or 620 of the Florida Statutes.*

5. Effective Date

The Merger shall become effective as of the date of filing of these Articles of Merger with the Secretary of State of Tennessee and the Secretary of State of Florida.

6. Execution

These Articles of Merger comply with and were executed in accordance with the laws of each party's jurisdiction of organization.

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TALLAHASSEE, FLORIDA

EXECUTED this 16th day of December, 2004 by the following, constituting all of the parties to the Merger.

Merged Partnership

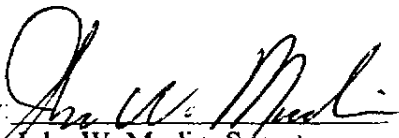
NASHVILLE INVESTMENTS, LTD.,
a Florida limited partnership

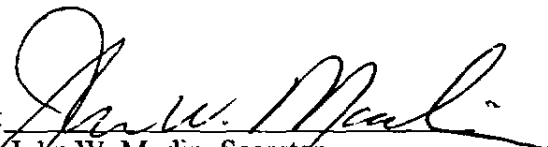
By: Nashville Investor, Inc., a Florida
corporation, its sole general partner

Surviving Partnership

NASHVILLE INVESTMENTS, LTD., LIMITED
PARTNERSHIP, a Tennessee limited partnership

By: Nashville Investor, Inc., a Tennessee
corporation, its sole general partner

By: 
John W. Marlin, Secretary

By: 
John W. Marlin, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This plan of merger, dated December 16, 2004 (the "Plan"), is adopted by NASHVILLE INVESTMENTS, LTD., a Florida limited partnership ("Old LIMITED"), and NASHVILLE INVESTMENTS, LTD., LIMITED PARTNERSHIP., a Tennessee limited partnership ("New LIMITED").

BACKGROUND

In order to change the jurisdiction of organization of Old LIMITED from Florida to Tennessee, which change is believed to be in the best interests of the partners of Old LIMITED, the partners of Old LIMITED have caused New LIMITED to be organized as a Tennessee limited partnership, and desire to cause Old LIMITED to merge with and into New LIMITED, with New LIMITED as the surviving limited partnership,

1. MERGER

On the Effective Date, Old LIMITED shall be merged with and into New LIMITED (the Merger) in accordance with the provisions of this Plan.

2. APPROVAL OF PARTNERS

Prior to the filing of Articles of Merger with the Secretary of State of Tennessee and with the Secretary of State of Florida, (a) the General Partner of Old LIMITED and New LIMITED and (b) the holders of a majority of the Units of limited partnership of Old LIMITED and New LIMITED shall have approved this Plan and the Merger contemplated hereby.

3. EFFECTIVE DATE

The Merger shall become effective immediately upon the later of the filing of Articles of Merger with the Secretary of State of Tennessee in accordance with the Tennessee Revised Uniform Limited Partnership Act and the filing of Articles of Merger with the Secretary of State of Florida in accordance with the Florida Revised Uniform Limited Partnership Act. The time of such effectiveness is hereafter called the 'Effective Date'.

4. SURVIVING PARTNERSHIP

New LIMITED shall be the surviving partnership of the Merger and shall continue to be governed by the Laws of the State of Tennessee. On the Effective Date, the separate partnership existence of Old LIMITED shall cease.

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5. CERTIFICATE OF LIMITED PARTNERSHIP

The Certificate of Limited Partnership of New LIMITED as it exists on the Effective Date shall be the Certificate of Limited Partnership of New LIMITED following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the Laws of the State of Tennessee.

6. PARTNERSHIP AGREEMENT

The Agreement of Limited Partnership of New LIMITED as in effect on the Effective Date shall be the Agreement of Limited Partnership (the "Partnership Agreement") of New LIMITED following the Effective Date, unless and until the same shall be amended, modified or repealed in accordance with the provisions thereof and the laws of the State of Tennessee.

7. THE GENERAL PARTNER

The General Partner of New LIMITED immediately prior to the Effective Date shall be the General Partner of New LIMITED following the Effective Date, and such General Partner shall continue to serve in such capacity subject to and in accordance with the Partnership Agreement.

8. CONVERSION OF OUTSTANDING INTERESTS IN OLD LIMITED

Forthwith upon the Effective Date, all Units of Partnership interest of Old LIMITED and all rights in respect thereof shall be converted into the same number of Units of Partnership interest in New LIMITED.

9. RIGHTS AND LIABILITIES OF NEW LIMITED

At and after the Effective Date, the title to all real estate and other property, or any interest therein, owned by each of Old LIMITED and New LIMITED shall be vested in New LIMITED without reversion or impairment; New LIMITED shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchise, both public and private, and all of the property, real, personal and mixed of each of Old LIMITED and New LIMITED without reversion or impairment; New LIMITED shall thenceforth be responsible and liable for all the liabilities and obligations of each Old LIMITED and New LIMITED; any claim existing or action or proceeding pending by or against Old LIMITED or New LIMITED may be continued as if the Merger did not occur or New LIMITED may be substituted for Old LIMITED in the proceeding; neither the rights of creditors nor any liens upon the property of Old LIMITED or New LIMITED shall be impaired by the Merger; and New LIMITED shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

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FLORIDA

10. TERMINATION

This Plan may be terminated and abandoned by action of the respective General Partners of OLD LIMITED and NEW LIMITED at any time prior to the Effective Date, whether before or after approval by the limited partners of either or both of the parties hereto.

11. REGISTERED OFFICE

The registered office of New LIMITED in the State of Tennessee is located at 330 Marlin Road, White House, Tennessee 37188.

12. INSPECTION OF PLAN

Executed copies of this Plan will be on file at the principal place of business of New LIMITED at 330 Marlin Road, White House, Tennessee 37188. A copy of this Plan shall be furnished by New LIMITED, on request and without cost, to any partner of either Old LIMITED or New LIMITED.

13. GOVERNING LAW

This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the Laws of the State of Tennessee.

14. DESIGNATION OF TENNESSEE SECRETARY OF STATE AS AGENT FOR SERVICE OF PROCESS

On and after the Effective Date, New LIMITED irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any suit or other proceeding to enforce the rights of any partners of Old LIMITED or New LIMITED arising from the Merger. The Florida Secretary of State is requested to mail a copy of any such process to New LIMITED at 330 Marlin Road, White House, Tennessee 37188, Attention: John W. Marlin.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective General Partners and Limited Partners, has caused this Plan to be executed, respectively, by the General Partner of each of Old LIMITED and New LIMITED.

Old LIMITED
NASHVILLE INVESTMENTS, LTD.,
a Florida limited partnership

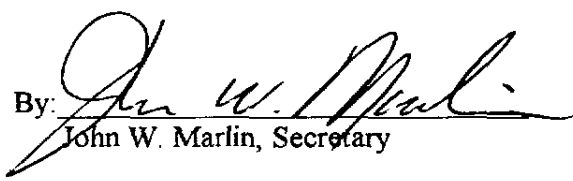
By: Nashville Investor, Inc., a Florida
corporation, its sole general partner

New LIMITED
NASHVILLE INVESTMENTS, LTD., LIMITED
PARTNERSHIP, a Tennessee limited partnership

By: Nashville Investor, Inc., a Tennessee
corporation, its sole general partner

(A)

By: 
John W. Marlin, Secretary

By: 
John W. Marlin, Secretary

(A) Address:
330 Marlin Road
White House, TN 37188

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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