



Jun-19-03 09:21A

P.01

Division

A03000000530

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000217175 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : LAMONT & NEIMAN, P.A.
Account Number : I20000000051
Phone : (305) 530-9400
Fax Number : (305) 530-9409

RECEIVED
03 JUN 19 PM 12:10
DIVISION OF CORPORATIONS

FILED
JUN 19 PM 1:40
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

PONTE FAMILY LIMITED PARTNERSHIP

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$122.50

164.25

A03-530
QR

(((H03000217175 6)))

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 620.203, Florida Statutes.

FIRST:

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Ponte Family Limited Partnership 1381 Tucker Road North Dartmouth, MA 02747	Massachusetts	Limited Partnership

EIN Number: 03-0391239

Ponte Family Limited Partnership 1855 South Ocean Boulevard, Unit 8 Delray Beach, Florida 33483	Florida	Limited Partnership
---	---------	---------------------

EIN Number: 41-2099777**SECOND:**

A03 530

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ponte Family Limited Partnership 1855 South Ocean Boulevard, Unit 8 Delray Beach, Florida 33483	Florida	Limited Partnership

THIRD:

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

(((H03000217175 6)))

(((#03000217175 6)))

FOURTH:

The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH:

The surviving entity has obtained the written consent of each person that as a result of the merger is now a general partner of the surviving entity pursuant to section 620.202(2) Florida Statutes.

SIXTH:

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles or organization of any limited liability company that is a party to the merger.

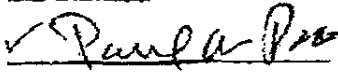
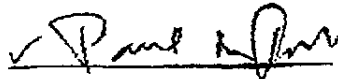
SEVENTH:

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

EIGHTH:

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

NINTH:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
The Ponte Family Limited Partnership, a Massachusetts limited partnership		Paul M. Ponte General Partner
Ponte Family Limited Partnership, a Florida limited partnership		Paul M. Ponte, President Ponte Management, Inc. General Partner

G:\WPDOCS\Clients\Ponte, Paul-3257001-Ponte Family Limited Partnership\Articles of Merger.wpd

(((#03000217175 6)))

(((H03000217175 6)))

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 620.202 on June 19, 2003, is being submitted in accordance with section 620.201, Florida Statutes.

FIRST:

The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Ponte Family Limited Partnership ("disappearing party")	Massachusetts
Ponte Family Limited Partnership ("surviving party")	Florida

SECOND:

The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Ponte Family Limited Partnership	Florida

THIRD:

The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of the disappearing party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, intangible and mixed of the disappearing party without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the disappearing party and neither the rights of creditors nor any liens on the property of the disappearing party shall be impaired by the merger.

FOURTH:

The manner and basis of converting the interests of each merged party into the interests of the survivor, in whole or in part, are as follows:

(((H03000217175 6)))

((R03000217175.6))

Ninety-nine percent (99%) of the limited partnership interest in the surviving party shall be distributed to the limited partners of the disappearing party based on current percentage of ownership.

Ninety-nine percent (99%) of the general partnership interest in the surviving party shall be distributed to the general partner of the disappearing party based on current percentage of ownership.

The remaining one percent (1%) of the limited partnership interest shall remain in the current limited partners of the surviving party based on their current percentage of ownership.

The remaining one percent (1%) of the general partnership interest shall remain in the current general partner of the surviving party based on its current percentage of ownership.

FIFTH:

The names and address of the general partner is as follows:

Ponte Management, Inc.
1855 South Ocean Boulevard, Unit 8
Delray Beach, Florida 33483

FILED
JUN 19 2003
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

((R03000217175.6))