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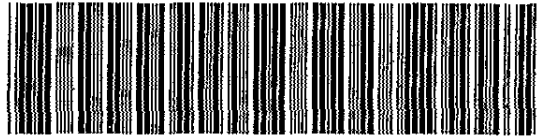
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December 29, 2003

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gains Street  
Tallahassee, FL 32399

RE: Limited Partnership and Limited Liability Company Filings

Dear Sir or Madam:

Enclosed please find the following documents needed to form two new Florida limited partnerships (and to elect limited liability limited partnership status), form two new Florida limited liability companies, and merge four existing Georgia entities into their Florida counterparts:

**I. Formation of SFB Investment Company, LLLP, a Florida limited liability limited partnership**

1. Certificate of Limited Partnership with Accompanying Affidavit (\$52.50 filing fee)
2. Consent of Registered Agent to Serve in such Capacity (\$35.00 filing fee)
3. Statement of Qualification of LLLP Status (\$25.00 filing fee)

**II. Formation of SFB Management Company, LLC**

4. Articles of Organization (\$100 filing fee)
5. Consent of Registered Agent to Serve in such Capacity (\$25.00 filing fee)

**III. Formation of SRB Investment Services, LLLP, a Florida limited liability limited partnership**

6. Certificate of Limited Partnership with Accompanying Affidavit (\$52.50 filing fee)

**ARTICLES OF MERGER OF  
SFB INVESTMENT COMPANY, L P  
a Georgia limited partnership,  
WITH AND INTO  
SFB INVESTMENT COMPANY, LLLP  
a Florida limited partnership**

Pursuant to the provisions of Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Florida Act"), SFB INVESTMENT COMPANY, LLLP, a Florida limited partnership, hereby files these Articles of Merger.

1. The Plan of Merger whereby SFB INVESTMENT COMPANY, L P , a Georgia limited partnership ("SFB Georgia"), is merged with and into SFB INVESTMENT COMPANY, LLLP, a Florida limited partnership ("SFB Florida"), is attached hereto as Appendix A.

2. The Plan was approved by SFB Florida in accordance with the applicable provisions of the Florida Act. The written consent of SFB Management Company, LLC, a Florida limited liability company that serves as the general partner to SFB Florida, has been obtained pursuant to Section 620.202(2) of the Act.

3. The Plan was approved by SFB Georgia in accordance with the applicable laws of the State of Georgia.

4. The effective date of the Merger shall be the date on which the Florida Department of State accepts these Articles of Merger for filing.

**IN WITNESS WHEREOF**, SFB Florida hereby causes these Articles of Merger to be executed as of the 29<sup>th</sup> day of December, 2003.

**SFB INVESTMENT COMPANY, LLLP**

By: SFB Management Company, LLC,  
its General Partner

Stephen F. Been, Manager

**FILED**

**03 DEC 31 AM 11:18**

**FILED  
TALLAHASSEE, FLORIDA**

# APPENDIX A

## PLAN OF MERGER

This PLAN OF MERGER was approved on December 21, 2003 by (i) SFB INVESTMENT COMPANY, LLLP, which is a limited partnership organized under the laws of the State of Florida ("SFB Florida"), by its general partner, and (ii) SFB INVESTMENT COMPANY, LP, which is a limited partnership organized under the laws of the State of Georgia ("SFB Georgia") by its general partner.

1. SFB Georgia shall, pursuant to the provisions of the Florida Revised Uniform Partnership Act (the "Florida Act"), be merged with and into a single partnership (the "Merger"), to wit, SFB Florida, which shall be the surviving partnership upon the effective date of the Merger (the "Effective Date") and which is sometimes hereinafter referred to as the "Surviving Partnership", and which shall continue to exist as the Surviving Partnership pursuant to the provisions of the Florida Act. The separate existence of SFB Georgia, which is sometimes hereinafter referred to as the "Terminating Partnership", shall cease upon the Effective Date in accordance with the provisions of the Act. The Effective Date shall be the date specified in Articles of Merger to be filed with the Florida Secretary of State.

2. Inasmuch as it is not desired to amend or change the Certificate of Limited Partnership of the Surviving Partnership in any manner under the provisions of the Merger herein provided for, the Certificate of Limited Partnership of the Surviving Partnership upon the Effective Date of the Merger shall continue to be the Certificate of Limited Partnership of the Surviving Partnership and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Act.

3. The partnership agreement of the Surviving Partnership as in force and effect upon the Effective Date of the Merger shall continue to be the partnership agreement of the Surviving Partnership and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

4. The name and address of the General Partner of the Surviving Partnership shall be: SFB Management Company, LLC, 1358 Thomaswood Drive, Tallahassee, Florida 32312.

6. All outstanding partnership interests in the Surviving Partnership shall, upon the Effective Date, continue to be outstanding. All outstanding partnership interests in the Terminating Partnership shall, upon the Effective Date, be canceled without payment of any consideration thereof.

8. The General Partners of the Surviving Partnership and the Terminating Partnership, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger provided for herein.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have hereby executed this Plan of Merger as of the date first above written.

SFB FLORIDA:

SFB INVESTMENT COMPANY, LLLP

By: ~~SFB Management Company, LLC~~, its General Partner

\_\_\_\_\_  
Stephen F. Been

SFB GEORGIA:

SFB INVESTMENT COMPANY, LP

By: ~~SFB Management Company, LLC~~, its General Partner

\_\_\_\_\_  
Stephen F. Been