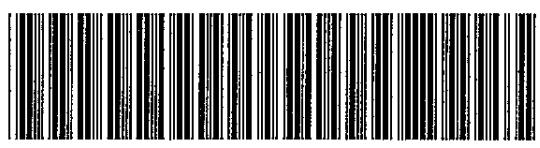


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MASELAN & JONES, P.C.

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(617) 451-1500
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OF COUNSEL
LUCIEN P. GAUTHIER, P.C.

January 15, 2004

Michelle Hodges
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: The Nabhan Family Limited Partnership
Reference No. W0400000764**

Dear Ms. Hodges:

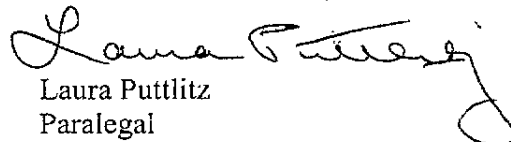
In response to your January 7, 2004 letter, I am enclosing the Certificate of Limited Partnership for the Nabhan Family Limited Partnership with the signature of the Registered Agent, which was originally omitted. Please file the document accordingly.

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

Thank you.

Sincerely,

MASELAN & JONES, P.C.


Laura Puttlitz
Paralegal

Enclosures

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 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>
1. <u>The Nabhan Family Limited Partnership</u> <u>442 South Country Club Drive</u> <u>Atlantis, FL 33462</u>	<u>Georgia</u>	<u>Limited Partnership</u>
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>04-3533975</u>
2. <u>The Nabhan Family Limited Partnership</u> <u>442 South Country Club Drive</u> <u>Atlantis, FL 33462</u>	<u>Florida</u>	<u>Limited Partnership</u>
Florida Document/Registration Number: <u>open</u>		FEI Number: <u>04-3533975</u>
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

SECOND: 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>
The Nabhan Family Limited Partnership 442 South Country Club Drive Atlantis, FL 33462	Florida	Limited Partnership

Florida Document/Registration Number: open A04000000123 FEI Number: 04-3533975

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and 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.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: 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 of organization of any limited liability company that is a party to the merger.

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations	Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
The Nabhan Family Limited Partnership	Georgia
The Nabhan Family Limited Partnership	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
The Nabhan Family Limited Partnership	Florida

THIRD: The terms and conditions of the merger are as follows:

- 1) The Nabhan Family Limited Partnership (FL) will be established.
- 2) The Nabhan Family Limited Partnership (GA) will be merged into The Nabhan Family Limited Partnership (FL).
- 3) The Nabhan Family Limited Partnership (GA) will be dissolved.
- 4) All General Partners and Limited Partners of both Family Limited Partnerships are the same with the same ownership.

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

- Each partnership interest of the Merging Nabhan Family Limited Partnership shall become a partnership interest of the Survivor.
- All partners and respective ownership percentages of the Merging and the Surviving Nabhan Family Limited Partnership are equivalent.

E. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

Edward N. Nabhan
442 South Country Club Drive
Atlantis, FL 33462

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)