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MERGER OR SHARE EXCHANGE

INTEGRA ACQUISITION, LIMITED PARTNERSHIP

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 23, 2004

INTEGRA ACQUISITION, LIMITED PARTNERSHIP
301 N.E. YAMATO ROAD, SUITE 3115
BOCA RATON, FL 33431

SUBJECT: INTEGRA ACQUISITION, LIMITED PARTNERSHIP
REF: A04000000646

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

INTEGRA INVESTMENT MANAGEMENT, L.P. must be reinstated before the merger can be filed.

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

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) 245-6025.

Trevor Brumbley
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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER OF
INTEGRA INVESTMENT MANAGEMENT, L.P.
(a Texas limited partnership)
with and into
INTEGRA ACQUISITION, LIMITED PARTNERSHIP
(a Florida limited partnership)**

Pursuant to Section 620.203, Florida Statutes, these Articles of Merger are submitted by **INTEGRA INVESTMENT MANAGEMENT, L.P.**, a Texas limited partnership ("Integra-Texas"), and **INTEGRA ACQUISITION, LIMITED PARTNERSHIP**, a Florida limited partnership ("Integra-Florida"), for the purposes of effecting the merger of Integra-Texas with and into Integra-Florida.

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

Name	Street Address of Principal Office	Jurisdiction of Formation	Entity Type
Integra Investment Management, L.P. <i>002-155</i>	301 N.E. Yamato Road, Suite 3115 Boca Raton, FL 33413	Texas	Limited Partnership
Integra Acquisition, Limited Partnership (to be renamed Integra Investment Management, Limited Partnership) (Florida Document No. <i>004-040</i>)	301 N.E. Yamato Road, Suite 3115 Boca Raton, FL 33413	Florida	Limited Partnership

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

Name	Street Address of Principal Office	Jurisdiction of Formation	Entity Type
Integra Acquisition, Limited Partnership (to be renamed Integra Investment Management, Limited Partnership) (Florida Document No. <i>004-040</i>)	301 N.E. Yamato Road, Suite 3115 Boca Raton, FL 33413	Florida	Limited Partnership

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THIRD: The attached Plan of Merger meets the requirements of Section 620.201, Florida Statutes, and was approved by Integra-Florida in accordance with Chapter 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by Integra-Texas in accordance with the provisions of the Texas Revised Uniform Limited Partnership Act.

FIFTH: As contained in the attached Plan of Merger, at the Effective Time (as defined in the Plan of Merger) the Certificate of Limited Partnership of Integra-Florida will be amended to the extent necessary to reflect the change of name of such entity to "Integra Investment Management, Limited Partnership."

SIXTH: Integra-Florida, as 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.

SEVENTH: The merger is permitted under the respective laws of each applicable jurisdictions and is not prohibited by the agreement of limited partnership of any party to the merger.

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

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

[signature page follows]

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IN WITNESS WHEREOF, INTEGRA INVESTMENT MANAGEMENT, L.P. and
INTEGRA ACQUISITION, LIMITED PARTNERSHIP have caused these Articles of Merger to
be executed by their sole general partner as of this 18 day of February, 2004.

INTEGRA INVESTMENT MANAGEMENT, L.P.

By: Integra GP, L.L.C., its general partner

By: Clark K. Hunt
Clark K. Hunt, Manager

**INTEGRA ACQUISITION, L.P. (to be renamed Integra
Investment Management, L.P.)**

By: Integra GP, L.L.C., its general partner

By: Clark K. Hunt
Clark K. Hunt, Manager

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") has been adopted for the purpose of merging **INTEGRA INVESTMENT MANAGEMENT, L.P.**, a Texas limited partnership ("Merging LP"), with and into **INTEGRA ACQUISITION, LIMITED PARTNERSHIP**, a Florida limited partnership ("Merger LP") on the terms and conditions set forth herein.

RECITALS

WHEREAS, the partners of Merging LP desire to redomesticate Merging LP from the State of Texas to the State of Florida; and

WHEREAS, the partners of Merging LP have formed Merger LP solely for the purpose of consummating such redomestication, and desire to merge (the "Merger") Merging LP with and into Merger LP, such that upon effectiveness of such merger, Merger LP will continue the business operations of Merging LP as a limited partnership formed under the laws of the State of Florida; and

WHEREAS, the terms and conditions of such Merger, the mode of carrying the effect, the manner and basis of converting all existing partnership interests of Merging LP (the "Merging LP Partnership Interests") into limited partnership interests in Merger LP (the "Merger LP Partnership Interests") and such other facts, details, and provisions as the parties desire to be stated in this Plan are set forth below;

WHEREAS, this Plan has been approved by the respective Partners of Merger LP and the Merging LP, each as provided in the respective Agreement of Limited Partnership for each entity; and

WHEREAS, this Plan and the Merger are being consummated for the sole purpose of redomesticating the Merging LP from the State of Texas to the State of Florida and no dissolution of the partnership is intended and, in the Partner Consent authorizing the Merger, each of the partners of Merging LP have expressly indicated their intent to continue the current partnership.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the parties hereby agree as follows:

ARTICLE 1. THE MERGER

1.1. **Merger.** At the Effective Time (as defined in Section 1.2 below), Merging LP shall be merged with and into Merger LP and the separate state-law statutory existence of Merging LP shall cease. Merger LP, as the surviving organization (the "Surviving Organization"), shall continue to exist by virtue of and shall be governed by the laws of the State of Florida and shall succeed to all rights, assets, liabilities and obligations of Merging LP and Merger LP in accordance with the provisions of the Florida Revised Uniform Limited

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Partnership Act (1986) (the "Florida Act") and the Texas Revised Limited Partnership Act (the "Texas Act").

1.2. Effective Time of Merger. A Certificate of Merger, with respect to Merging LP, setting forth the information required by, and otherwise in compliance with, the Texas Act shall be delivered for filing to the Secretary of State of Texas (the "Texas Secretary") and Articles of Merger with respect to Merger LP setting forth the information required by, and otherwise in compliance with, the Florida Act shall be delivered for filing to the Secretary of State of Florida (the "Florida Secretary"). The Merger shall become effective at the time of filing of such instruments with the Florida Secretary and the Texas Secretary. The date and time of the Merger becomes effective is referred to in this Plan as the "Effective Time."

1.3. Certificate of Limited Partnership and Amendment Thereto. At the Effective Time, the Certificate of Limited Partnership of Merger LP in effect immediately prior to the Effective Time shall be the Certificate of Limited Partnership of the Surviving Organization; until amended as provided by law and the Agreement of Limited Partnership of Merger LP; provided, however, at the Effective Time, the Certificate of Limited Partnership of Merger LP shall be amended to change the name of Merger LP to "Integra Investment Management, Limited Partnership."

1.4. Partnership Agreement. As of the Effective Time, the Agreement of Limited Partnership of Merger LP in effect immediately prior to the Effective Time shall continue as the Agreement of Limited Partnership of the Surviving Organization, until such agreement shall be amended as provided therein; provided, however, such Agreement of Limited Partnership shall be amended and restated to reflect the change of the name of Merger LP to "Integra Investment Management, Limited Partnership and the terms of this Plan. At the Effective Time, the Agreement of Limited Partnership of the Surviving Organization shall contain substantially the same terms and conditions as the Agreement of Limited Partnership of Merging LP as it existed immediately prior to the Effective Time, with such changes as shall be required by the Florida Act.

1.5. General Partner/Limited Partners. The General Partner of Merger LP immediately prior to the Effective Time shall continue as the General Partner of the Surviving Organization, holding the same partnership interest and class immediately following the Effective Time. The Limited Partners of Merging LP immediately prior to the Effective Time shall be substituted as the limited partners of the Surviving Organization having the same Partnership Interest, Economic Interest and Capital Account balances as existed on the books of Merging LP immediately prior to the Effective Time. The Limited Partners of Merger LP existing immediately prior to the Effective Time shall cease being limited partners of Merger LP at the Effective Time and their partnership interest shall be deemed cancelled.

ARTICLE 2 MERGER CONSIDERATION

2.1. Merger Consideration. As of the Effective Time, each limited partner of Merging LP shall, without any action on the part of such Member, have his, hers, or its Merging LP Partnership Interest canceled and converted into a like limited partnership interest (percentage

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and class) in Merger LP (the "Merger Consideration"). The limited partnership interests of Merger LP existing immediately prior to the Effective Time shall be cancelled and of no further force or effect. Immediately following the Effective Time, the current General Partner of Merger LP will hold a 1% general partnership interest in the Surviving Organization, the limited partners of Merging LP immediately prior to the Effective Time will hold an aggregate 99% limited partnership interest in the Surviving Organization. The limited partners of Merger LP immediately prior to the Effective Time shall have their limited partnership interest canceled. As a result, immediately following the Effective Time, the composition of Merger LP shall be exactly as the composition of Merging LP immediately preceding the Effective Time, with no change in beneficial or economic ownership percentages.

The sole general partner of the survivor is:

Integra GP, LLC
301 N.E. Yamato Road
Suite 3115
Boca Raton, FL 33431

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