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MERGER OR SHARE EXCHANGE

KENT CALLAHAN, LTD.

Certificate of Status	0
Certified Copy	2
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
THE KENT FAMILY LIMITED PARTNERSHIP,
A MASSACHUSETTS LIMITED PARTNERSHIP,
WITH AND INTO KENT CALLAHAN, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

Pursuant to the provisions of Section 620.201 of the Florida Statutes and Section 16A of Chapter 109 of the General Laws of the Commonwealth of Massachusetts, the undersigned entities hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of The Kent Family Limited Partnership, a Massachusetts limited partnership (the "Massachusetts Partnership"), with and into Kent Callahan, Ltd., a Florida limited partnership (the "Florida Partnership"), with the Florida Partnership being the surviving entity, is set forth in Exhibit A attached hereto and made a part hereof (the "Plan of Merger"). The Plan of Merger shall be on file at the office of the Florida Partnership located at 19714 County Road 44A, Eustis, Florida 32736, and a copy of the Plan of Merger shall be furnished by the Florida Partnership to any former partner of the Massachusetts Partnership at the request of and at no cost to the former partner of the Massachusetts Partnership.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the general partner and the limited partner of the Florida Partnership who also consented to being the general partner of the surviving entity by resolutions adopted by written consent dated the 28th day of July, 2004. In addition, the Plan of Merger was approved by the general partner and limited partner of the Massachusetts Partnership by resolutions adopted by written consent dated the 28th day of July, 2004.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be July 28, 2004, or the date on which the Merger was approved by the appropriate agencies of the State of Florida and the Commonwealth of Massachusetts, whichever is the last to occur.

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DATED this 28th day of July, 2004.

"MASSACHUSETTS PARTNERSHIP"

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THE KENT FAMILY LIMITED PARTNERSHIP, a Massachusetts limited partnership
SECRETARY OF STATE, TALLAHASSEE, FLORIDA

By: Kent Callahan Management, Inc., a Florida corporation, general partner

By: [Signature]
Hugh C. Kent, President

"FLORIDA PARTNERSHIP"

KENT CALLAHAN, LTD., a Florida limited partnership

By: Kent Callahan Management, Inc., a Florida corporation, general partner

By: [Signature]
Hugh C. Kent, President

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 28th day of July, 2004, by HUGH C. KENT, as President of KENT CALLAHAN MANAGEMENT, INC., a Florida corporation, the general partner of THE KENT FAMILY LIMITED PARTNERSHIP, a Massachusetts limited partnership, on behalf of said limited partnership. Said person (check one): is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

Print Name: Charles H. Egerton
Notary Public, State of Florida
Commission No.: DD067577
My Commission Expires: 12/02/05

CHARLES HENRY EGERTON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD067577
EXPIRES 12/02/2005
BONDED THRU 1-888-NOTARY1

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STATE OF FLORIDA

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COUNTY OF LAKE

SECRETARY OF STATE
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 28 day of JULY, 2004, by HUGH C. KENT, as President of KENT CALLAHAN MANAGEMENT, INC., a Florida corporation, the general partner of KENT CALLAHAN, LTD., a Florida limited partnership, on behalf of said limited partnership. Said person (check one): is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

Print Name: Charles H. Egerton
Notary Public, State of Florida
Commission No.: 000 67977
My Commission Expires: 12/02/05

CHARLES HENRY EGERTON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00067977
EXPIRES 12/02/2005
BONDED THRU 1-888-NOTARY1

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EXHIBIT A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
THE KENT FAMILY LIMITED PARTNERSHIP,
A MASSACHUSETTS LIMITED PARTNERSHIP,
AND KENT CALLAHAN, LTD.,
A FLORIDA LIMITED PARTNERSHIP

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into this 28th day of July, 2004, by and between THE KENT FAMILY LIMITED PARTNERSHIP, a Massachusetts Limited Partnership (the "Massachusetts Partnership"), and KENT CALLAHAN, LTD., a Florida Limited Partnership (the "Florida Partnership").

RECITALS

WHEREAS, the general partner and limited partner of the Massachusetts Partnership and the Florida Partnership have resolved that the Massachusetts Partnership be merged, pursuant to Section 16A of Chapter 109 of the General Laws of Commonwealth of Massachusetts and Section 620.201 of the Florida Limited Partnership Act, with and into the Florida Partnership with the Florida Partnership being the "Surviving Entity."

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. Merger. The general partner and limited partner of the Massachusetts Partnership hereby agree that the Massachusetts Partnership, at the Effective Date (as hereinafter defined), be merged with and into the Florida Partnership (the "Merger").
3. Effects of Merger.
 - 3.1 Certain Effects of Merger. On the Effective Date, the separate existence of the Massachusetts Partnership shall cease and the Massachusetts Partnership shall be merged with and into the Florida Partnership which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of the Massachusetts Partnership and all and singular, the rights, privileges, powers and franchises of the Massachusetts Partnership and all property, real, personal and mixed, and all debts due to the Massachusetts Partnership on whatever account, and all other things in action or belonging to the Massachusetts Partnership shall be vested in the Surviving Entity, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of the Surviving Entity as they were of the Massachusetts Partnership, and the title to any real estate vested by deed or otherwise under the laws of Florida, or any other jurisdiction shall not revert or be in any way impaired; but

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all rights of creditors and all liens upon any property of the Massachusetts Partnership shall be preserved unimpaired, and all debts, liabilities and duties of the Massachusetts Partnership shall thenceforth attach to the Surviving Entity and may be enforced against the Surviving Entity to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity. At any time, or from time to time, after the Effective Date, the officers of the Surviving Entity may, in the name of the Massachusetts Partnership, execute and deliver all such properties, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of the Massachusetts Partnership's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

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4. Name of Surviving Entity: Certificate of Limited Partnership.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Kent Callahan, Ltd., a Florida limited partnership.

4.2 Certificate of Limited Partnership. The Certificate of Limited Partnership of the Florida Partnership, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Certificate of Limited Partnership of the Surviving Entity.

4.3 Limited Partnership Agreement. The Limited Partnership Agreement of the Florida Partnership, from and after the Effective Date, shall be the Limited Partnership Agreement of the Surviving Entity until changed or amended, in accordance with the terms thereof.

5. Status and Conversion of the Massachusetts Partnership Interest. The partnership interest in the Massachusetts Partnership held by the general partner and limited partner of the Massachusetts Partnership, without any action on the part of the holder thereof, shall be extinguished.

6. General Partner of Surviving Entity. Kent Callahan Management, Inc., a Florida corporation, hereby consents in accordance with Section 620.202(2)(a) to being the general partner of the Surviving Entity.

7. Registered Agent in Massachusetts. The Surviving Entity, in accordance with Section 16A (e) (7) of Chapter 109 of the General Laws of the Commonwealth of Massachusetts, will continuously maintain an agent for service of process in the Commonwealth of Massachusetts.

8. Miscellaneous.

8.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the general partner and the limited partner of the Massachusetts Partnership or the general partner and the limited partner of the Florida Partnership, if the general partner of the Massachusetts Partnership or the general partner and the

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limited partner of the Florida Partnership duly adopt a resolution abandoning this Agreement and Plan of Merger.

8.2 Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida and the Certificate of Merger with the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

"MASSACHUSETTS PARTNERSHIP"

THE KENT FAMILY LIMITED PARTNERSHIP,
a Massachusetts limited partnership

By: Kent Callahan Management, Inc., a
Florida corporation, general partner

By: [Signature]
Hugh C. Kent, President

[Signature]
[Signature]

"FLORIDA PARTNERSHIP"

KENT CALLAHAN, LTD., a Florida limited
partnership

By: Kent Callahan Management, Inc., a
Florida corporation, general partner

By: [Signature]
Hugh C. Kent, President

[Signature]
[Signature]