

01/02/2007 11:50 850-245-6897

Division of Corporations

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**Florida Department of State  
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**From:**  
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**MERGER OR SHARE EXCHANGE**

**SGL Investments Limited Partnership II**

Certificate of Status	0
Certified Copy	1
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Estimated Charge	<b>\$113.75</b>

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## CERTIFICATE OF MERGER

Pursuant to the provisions of Section 620.2108 of the Florida Revised Uniform Partnership Act of 2005 (the "Act"), the undersigned limited partnerships hereby deliver this Certificate of Merger for the purposes of merging SGL INVESTMENTS LIMITED PARTNERSHIP IV, a Florida limited partnership ("SGL IV"), into SGL INVESTMENTS LIMITED PARTNERSHIP II, a Florida limited partnership ("SGL II").

- A04-1751  
A06-1119
1. The name and form of each constituent organization to the Merger are: SGL INVESTMENTS LIMITED PARTNERSHIP II, a Florida limited partnership, and SGL INVESTMENTS LIMITED PARTNERSHIP IV, a Florida limited partnership.
  2. The name and form of the surviving organization are SGL INVESTMENTS LIMITED PARTNERSHIP II, a Florida limited partnership.
  3. The merger shall become effective upon the later of 11:59 p.m. on December 31, 2006 and the filing of this Certificate of Merger with the Florida Department of State.
  4. The merger was approved by SGL IV and SGL II in accordance with the applicable provisions of the Act.

SGL IV:

SGL INVESTMENTS LIMITED PARTNERSHIP IV  
a Florida limited partnership

By: QCP VENTURES, INC.,  
a Florida corporation, its sole general partner

By: [Signature]  
Stuart G. Lasher, President

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SGL II:

SGL INVESTMENTS LIMITED PARTNERSHIP II,  
a Florida limited partnership

By: QCP VENTURES, INC.,  
a Florida corporation, its sole general partner

By: [Signature]  
Stuart G. Lasher, President

12/29/06  
Date

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EFFECTIVE DATE  
1-2-07