

A05000000016

Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0380
From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

* Please note effective date of 1-1-05.

0399-33348

FILED
2004 DEC 29 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
NEHUSHTAN ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$105.00

LR
01/01/05

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* This is the last filing in a 3-part filing process. Please give file date of 12-29-04 (same as file 1ST + file 2ND doc #'s L04-94075 + A05-16).

01/03/2005 9:53:18 AM

EFFECTIVE DATE
01/01/05

7p

To:
Subject:

From: Patricia Tadlock

Monday, January 03, 2005 10:01 AM Page: 2 of 1

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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>
<u>1. Nehushtan Associates, Ltd.</u> <u>c/o John A. Moran, Esq.</u> <u>22 S. Links Ave., Suite 300</u> <u>Sarasota, FL 34236</u>	<u>Florida</u>	<u>Limited Partnership</u>

Florida Document/Registration Number: A05000000016 FEI Number: applied for

<u>2. Pruet Investments, LLC</u> <u>3801 Bee Ridge Rd., Suite #8</u> <u>Sarasota, FL 34233</u>	<u>Florida</u>	<u>Limited Liability Company</u>
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Florida Document/Registration Number: L01000001892 FEI Number: 65-1074042

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>
<u>Nehushtan Associates, Ltd.</u> <u>c/o John A. Moran, Esq.</u> <u>22 S. Links Ave., Suite 300</u> <u>Sarasota, FL 34236</u>	<u>Florida</u>	<u>Limited Partnership</u>

Florida Document/Registration Number: A05000000016 FEI Number: applied for

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.

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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.

NINTH: The merger shall become effective as of:

January 1, 2005.

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

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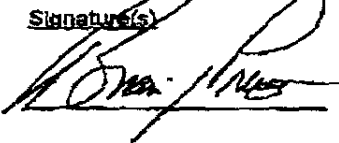
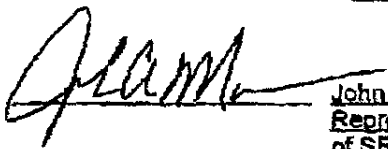
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ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
PRUETT INVESTMENTS, LLC		Brian J. Pruett its Manager and its Authorized Representative
NEHUSHTAN ASSOCIATES, LTD.		John A. Moran, Authorized Representative for Nehushtan of SRO, LLC, Its General Partner

JAM:cb/7046-3/Articles of Merger

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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>
Nehushtan Associates, Ltd.	Florida
Pruett Investments, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Nehushtan Associates, Ltd.	Florida

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

Pruett Investments, LLC shall be merged with Nehushtan Associates, Ltd., with Nehushtan Associates, Ltd. being the surviving entity. Thereafter, all assets and liabilities of Pruet Investments, LLC shall belong to and be the responsibility of Nehushtan Associates, Ltd. Subsequent to this merger, all tax reporting requirements and filings shall utilize the EIN Number issued to Nehushtan Associates, Ltd.

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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:

All assets will be retitled into the name of the surviving entity, Nehushtan Associates, Ltd., with the exception of any real property owned by the merging entity, Pruett Investments, LLC, the proper documentation, including but not limited to filed Articles of Merger, shall be filed and recorded in each county where any such real property is located.

- B. 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

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:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
Nehushtan of SRQ, LLC c/o John A. Moran, Esq. 22 South Links Avenue, Suite 300 Sarasota, FL 34236	_____

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) 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

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