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From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I2000000195 Phone : (850)521-1000 Fax Number : (850)558-1575 PILED 9: 50
PILLAHASSEE, FLORIDA

### MERGER OR SHARE EXCHANGE

SECOND WORTH AVENUE PARTNERSHIP, LTD.

Certificate of Status	0
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J. BRYAN SEP 1: 2005

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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 Stamtes.

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

Name and Street Address	<b>Invisdiction</b>		Entipue S
] Second Worth Company, LLC c/o The Goodman Company 777 So. Flagler Drive West Palm Beach, FL 33401	Delaware		HORO TO
Florida Document/Registration Number: 14050		FEI Number.	179 34 FROM PLONES
Florida Document/Registration Number:		FEI Number:	
Florida Document/Registration Number:	•	FEI Number:	
Plorida Document/Registration Number:		FEI Number:	

(Attach additional sheet(s) if necessary)

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party are as follows:	n ottica, lunsdict	non, and eathy	type of the sur	altion (
Name and Street Address	Jurisdiction		E. S. T. Z.	
Galle and Suest Address	TOTA SOLL FOR		Entity Type	
Second Worth Avenue Fartnership, Ltd	Plorida		Partnership	QQ 3
c/o The Goodman Company				राह्य अ
777 South Flagler Drive	=.			73 50
West Palm Beach, PL 33401		_		32/20
Florida Document/Registration Number: A05000001511	<del></del>	FEI Number:_	179 24 5760	07

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.

<u>FIFTH:</u> 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 disserting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

<u>SIXTH:</u> If not incorporated, organized, or otherwise formed under the laws of the state of Plorida, the surviving entity agrees to pay the discenting 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.

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The date the Articles of Merger we filed with Florida Department of State  OR  Uses 111 in a (Enter specific date. NOTE: Date cannot be prior to the date of filing.)  TENTIN: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.  FLEVENTH: SIGNATURES FOR EACH PARTY. (Note: Phone see Instructions for research signatures)  Name of Emity  Second Marth Company, inc  Ey: Goodman Properties,  Inc., its manager  Bacond Morth Avenue  Partnership, Ltd.,  Sy: Morth Worth, LLC,  its general partner  (March Addition in the Company of	MINITE: The merger man occume	enecuve <b>43 o</b> r:	<i>O. V</i>	2
Place we instructions for remained signatures)  Name of Entity  Second Morth Company, LLC  By: Goodman Properties, Inc., its manager  Second Worth Avenue  Partnership, Ltd.,  By: Morth Worth, LLC,  Ita general partner	The date the Articles of Merger	ere filed with Florida Departm	pent of State	THE A
Place we instructions for remained signatures)  Name of Entity  Second Morth Company, LLC  By: Goodman Properties, Inc., its manager  Second Worth Avenue  Partnership, Ltd.,  By: Morth Worth, LLC,  Ita general partner	QB		<b>花</b> 袋	E. 1
Place we instructions for remained signatures)  Name of Entity  Second Morth Company, LLC  By: Goodman Properties, Inc., its manager  Second Worth Avenue  Partnership, Ltd.,  By: Morth Worth, LLC,  Ita general partner	Upon filing		39	
Place we instructions for remained signatures)  Name of Entity  Second Morth Company, LLC  By: Goodman Properties, Inc., its manager  Second Worth Avenue  Partnership, Ltd.,  By: Morth Worth, LLC,  Ita general partner	(Enter specific date. NOTE: Da	ile cannot be prior to the date	of filing.)	3 Z
Place we instructions for remained signatures)  Name of Entity  Second Morth Company, LLC  By: Goodman Properties, Inc., its manager  Second Worth Avenue  Partnership, Ltd.,  By: Morth Worth, LLC,  Ita general partner			The second secon	
Place we instructions for remained signatures)  Name of Entity  Second Morth Company, LLC  By: Goodman Properties, Inc., its manager  Second Worth Avenue  Partnership, Ltd.,  By: Morth Worth, LLC,  Ita general partner		maply and were executed in a	coordance with the laws of each party's	7000 S
Name of Entity  Second Worth Company, LLC  By: Goodman Properties, Inc., its manager  Second Worth Avenue Partnership, Its.,  By: North Worth, LLC, ita general partner	ELEVENTH: SIGNATURES) FOR	EACH PARTY:		7° C
Second Morth Company, LLC  By: Goodman Properties, Inc., its manager  Second Worth Avenue Partnership, Ltd.,  By: North Worth, LLC, Its general partner  William A. Shewalter, Up	(Note: Please see histractions for	required eignatures.)		
By: Goodman Properties, Inc., its manager  Second Worth Avenue  Partnership, Ltd.,  By: North Worth, LLC,  its general partner	Name of Entity		Typed or Printed Name of Individual	
Inc., its manager  Second Worth Avenue Partnership, Ltd.,  By: North Worth, LLC,     its general partner	Second Worth Company, LLC	Well Offerals	William A. Shewelter, Vo	<del>-</del> :
Partnership, Ltd.,  By: North Worth, LLC,  Its general partner	By: Goodman Properties, Inc., its manager			
By: North Worth, LLC, its general partner		Will Offeret	.,	· -
	By: North Worth, LLC,			
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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:

Name

Jurisdiction

Second Worth Company, LLC

Delaware



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

Name

Junisdiction

Second Worth Avenue Partnership, Ltd.

Plorida

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

The Interest of Second Worth Avenue Partnership, Ltd., as member of Second Worth Company, LLC is extinguished by virtue of the partnership being the surviving entity.

(Attach additional sheet(s) if necessary)

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#### FOURTH:

cash or on. 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;

Not applicable; no rights to acquire interests, shares obligations of o securities are involved.

B. The manner and basis of conversing 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 each or other property are as follows:

(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)

Morth Worth, LLC c/o The Goodman Company 777 South Flagler Drive West Palm Beach, VL 33401 if General Partner is a Non-Individual. Florida Document/Registration Number

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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

<u>SEVENTH</u>: 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

THIS NO 31 M 9: 50

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

N/A

(Attach additional sheet(s) if necessary)

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