

06/27/2000 13:58 FAX 407 4231831

Division of Corporations

DEAN MEAD ORLANDO

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# A05883

Florida Department of State  
Division of Corporations  
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**EFFECTIVE DATE**

6-30-00

## MERGER OR SHARE EXCHANGE

SOUTHSIDE SHOPPING CENTER, LIMITED

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$86.25

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BLUEBIRD PACKERS, A FLORIDA GENERAL PARTNERSHIP

INTO

**SOUTHSIDE SHOPPING CENTER, LIMITED**, a Florida entity, A05883

File date: June 27, 2000

Corporate Specialist: Shawn Logan

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06/27/00 08:15 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 27, 2000

FAX TO: 850-922-4000

ATTN: SHAWN LOGAN

SOUTHSIDE SHOPPING CENTER, LIMITED  
P.O. BOX 568367  
ORLANDO, FL 32856-8367

SEE PLAN OF MERGER, WHICH NOW CONTAINS THE  
WORDS, "TERMS AND CONDITIONS"

SUBJECT: SOUTHSIDE SHOPPING CENTER, LIMITED  
REF: A05883

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

The plan of merger must contain the terms and conditions of the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Shawn Logan  
Document Specialist

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**ARTICLES OF MERGER OF  
BLUEBIRD PACKERS WITH AND INTO  
SOUTHSIDE SHOPPING CENTER, LIMITED**

Pursuant to the provisions of Section 620.203 of the Florida Statutes, the undersigned partnerships hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of Bluebird Packers, a Florida general partnership ("Bluebird"), with and into Southside Shopping Center, Limited, a Florida limited partnership ("Southside"), Florida registration number A05883, FEI Number 59-6134176, with Southside being the surviving partnership, is attached hereto as **Exhibit A**.

**ARTICLE II - ADOPTION OF PLAN OF MERGER**

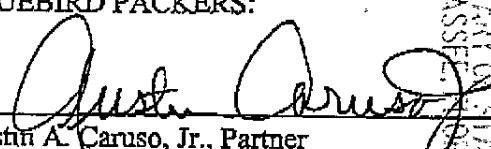
The Plan of Merger meets the requirements of Section 620.201 of the Florida Statutes and was approved by all of the partners of Bluebird and by all of the partners of Southside. Pursuant to Section 620.202(2) of the Florida Statutes, the written consent of each person who as a result of the merger is now or continues to be a general partner of Southside, as the surviving entity, has been obtained


**ARTICLE III - EFFECTIVE DATE OF MERGER**

The effective date of the Merger shall be June 30, 2000.

DATED this 19 day of June, 2000.

BLUEBIRD PACKERS:

  
Austin A. Caruso, Jr., Partner

  
J. Paul Caruso, Partner

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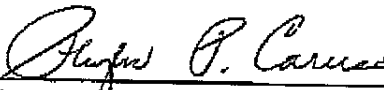
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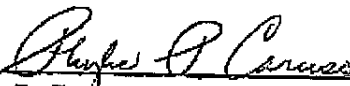
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Phyllis P. Caruso, Partner

SOUTHSIDE SHOPPING CENTER, LIMITED:

  
Austin A. Caruso, Jr., General Partner

  
J. Paul Caruso, General Partner

  
Phyllis P. Caruso, General Partner

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**EXHIBIT A**

**PLAN OF MERGER OF  
BLUEBIRD PACKERS WITH AND INTO  
SOUTHSIDE SHOPPING CENTER, LIMITED**

1. BLUEBIRD PACKERS, a Florida general partnership ("Bluebird"), shall merge with and into SOUTHSIDE SHOPPING CENTER, LIMITED, a Florida limited partnership ("Southside"), with Southside as the surviving limited partnership.

**TERMS AND CONDITIONS:**

2. All of the general partners of Bluebird are either general partners or limited partners of Southside. At the effective date of the merger, the theretofore general partners of Southside shall continue as the general partners of Southside and each of the limited partners of Southside shall retain their status as limited partners in Southside.

3. Because all of the general partners of Bluebird are either general partners or limited partners of Southside, and the ownership of the general partnership interests of Bluebird are identical to the respective general and limited partnership interests of Southside, at the effective date of the merger the interest in Southside owned by each of its general and limited partners, as determined immediately prior to the merger, shall remain unchanged as a result of the merger and the respective general partnership interests of Bluebird shall be canceled. Notwithstanding the foregoing, the capital account balances of the general partner and limited partners of Southside shall be credited with their distributable share of the cash and net fair market value of the assets of Bluebird which, under applicable federal income tax laws and regulations, are treated as having been contributed by each of the partners of Bluebird to Southside in connection with the merger of Bluebird with and into Southside.

4. The partnership agreement of Southside shall remain in effect and shall be the partnership agreement of Southside as the surviving limited partnership.

5. Upon the consummation of the merger of Bluebird with and into Southside, the separate existence of Bluebird shall cease. Southside, as the surviving limited partnership, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Southside shall not be affected by the merger and upon the merger, Southside, without further act or deed and without reversion or impairment, shall own and possess all of the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Bluebird prior to the merger. Further, as provided in Section 620.8906 of the Florida Statutes, all rights of creditors and any person or persons dealing with Bluebird shall be preserved and shall remain unimpaired by the merger, all liens upon the properties of Bluebird shall be preserved and remain unimpaired by the merger, and all debts,

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liabilities, obligations and duties of Bluebird shall henceforth attach to Southside and may be enforced against Southside to the same extent as if such obligations and duties had been incurred by Southside. Additionally, any existing claim or action or proceeding pending by or against Bluebird or Southside may be continued as if the merger did not occur or Southside may be substituted in such proceedings for Bluebird.

6. The merger of Bluebird with and into Southside shall be conditioned upon the approval of this Plan of Merger by all of the general partners of Bluebird and by all of the general partners and limited partners of Southside.

7. The names and business addresses of the general partners Southside, as the surviving limited partnership, are as follows:

<u>Name</u>	<u>Address</u>
Austin A. Caruso, Jr.	260 W. Pineloch Avenue Orlando, Florida 32806
J. Paul Caruso	260 W. Pineloch Avenue Orlando, Florida 32806
Phylis P. Caruso	260 W. Pineloch Avenue Orlando, Florida 32806

8. The effective date of the merger for accounting and tax purposes shall be June 30, 2000.

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