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MERGER OR SHARE EXCHANGE

McKernan Family Enterprises, L.P.

Certificate of Status	1
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 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>
McKernan Family Enterprises, L.P. 768 Brenrwood Place Naples, Florida 34110 Indiana Control Number: 96120102	Indiana	Indiana Limited Partnership
McKernan Family Enterprises, L.P. 768 Brenrwood Place Naples, Florida 34110 Florida Document/Registration Number: <u>406000000231</u>	Florida	Florida Limited Partnership

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>
McKernan Family Enterprises, L.P. 768 Brentwood Avenue Naples, Florida 34110 Florida Document/Registration Number: <u>406000000231</u>	Florida	Florida Limited Partnership

THIRD: The attached Plan of Merger meets the requirement of Section 620.201, Florida Statutes, and was approved by each limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by McKernan Family Enterprises, L.P., an Indiana Limited Partnership, in accordance with the laws of Indiana.

FIFTH: The surviving entity has obtained the written consent of each person that as a result of the merger is now a general partner of the surviving entity pursuant to Section 620.202(2), Florida Statutes.


SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership that is a party to the merger.

SEVENTH: The merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

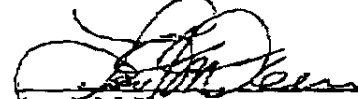
MCKERNAN FAMILY ENTERPRISES, L.P.
AN INDIANA LIMITED PARTNERSHIP

GENERAL PARTNER:


Leo J. McKernan, 1/24/05
Date
As Trustee of the Leo J. McKernan
Declaration of Trust dated 9/14/78,
as Restated on 10/21/03, as Amended

MCKERNAN FAMILY ENTERPRISES,
L.P., A FLORIDA LIMITED PARTNERSHIP

GENERAL PARTNER:


Leo J. McKernan, 1/20/05
Date
As Trustee of the Leo J. McKernan
Declaration of Trust dated 9/14/78
as Restated on 10/21/03, as Amended

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement"), is dated as of the 2nd day of January, 2006, by and between: (a) McKernan Family Enterprises, L.P., an Indiana limited partnership (hereinafter referred to as "Indiana Limited Partnership"), and McKernan Family Enterprises, L.P., a Florida limited partnership (hereinafter referred to as "Florida Limited Partnership").

WITNESSETH:

WHEREAS, Indiana Limited Partnership and Florida Limited Partnership desire to effect a merger of Indiana Limited Partnership with and into Florida Limited Partnership pursuant to, and in compliance with the provisions of Section 620.201, Florida Statutes and Section 23-16-3-12, Indiana Statutes;

WHEREAS, Indiana Limited Partnership and Florida Limited Partnership desire this Merger Agreement to comply with the provisions and requirements of Section 620.201 Florida Statutes and Section 23-16-3-12, Indiana Statutes; and

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties agree that Indiana Limited Partnership shall be merged with and into Florida Limited Partnership and that the terms and conditions of the merger, the mode of carrying the merger into effect and certain other provisions relating thereto shall be as hereinafter set forth.

ARTICLE I THE MERGER

Section 1.01. Surviving Partnership. Subject to the terms and provisions of this Merger Agreement, and in accordance with the laws of the State of Florida and the State of Indiana, Indiana Limited Partnership shall be merged with and into Florida Limited Partnership (the "Merger"). McKernan Family Enterprises, L.P., a Florida Limited Partnership shall be the surviving partnership (hereinafter sometimes called the "Surviving Partnership") of the Merger and shall continue its existence under the laws of the State of Florida.

Section 1.02. Effects of the Merger. At the Effective Date, as defined herein, the Merger shall have the effects provided for herein and in Sections 620.201 and 620.204, Florida Statutes and Section 23-16-3-12, Indiana Statutes.

As of the Effective Date, as defined herein, the separate existence of Indiana Limited Partnership shall cease and shall be extinguished. As of the Effective Date, the Limited Partnership Agreement of Indiana Limited Partnership shall be the Limited Partnership Agreement of the Surviving Partnership, which shall be amended to replace all references to Indiana and its statutes with Florida and its comparable statute sections.

Without limiting the generality of the foregoing, and subject thereto, on the Effective Date: the separate existence of the Indiana Limited Partnership shall cease; all assets and

property (real, personal and mixed, tangible and intangible, choses in action, rights, and credits) then owned by each limited partnership, or which would inure to either of them, shall immediately by operation of law and without any conveyance, transfer, or further action, become the assets and property of the Surviving Partnership. All rights and obligations of the limited partnerships shall remain unimpaired and the Surviving Partnership shall succeed to all such rights and obligations.

Section 1.03. Conversion of Partnership Interest. On the Effective Date, all of the general and limited partnership interests in the Indiana Limited Partnership that are issued and outstanding immediately prior to such date, shall be converted into general and limited partnership interests in the Florida Limited Partnership on the basis of one (1) percentage interest in the Florida Limited Partnership for each percentage interest in the Indiana Limited Partnership. All of the general partnership interests shall remain general partnership interests and all of the limited partnership interests shall remain limited partnership interests. On the Effective Date, all partnership interests in the Indiana Limited Partnership issued and outstanding immediately prior to the Effective Date shall be cancelled.

Section 1.04. Effective Date. The merger shall be effective on the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

Section 1.05. Articles of Merger/Certificate of Cancellation. Upon approval of the Agreement and Plan of Merger, the Surviving Partnership shall file Articles of Merger with the Florida Department of State and the Indiana Limited Partnership shall file a Certificate of Cancellation with the Indiana Secretary of State.

Section 1.06. Additional Actions. If, at any time after the Effective Date, the Surviving Partnership shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Partnership, title to and possession of any property or right of Indiana Limited Partnership acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Merger Agreement, Indiana Limited Partnership and its proper partners shall be deemed to have granted hereby to the Surviving Partnership an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary and proper to vest, perfect or confirm title to and the possession of such property or rights in the Surviving Partnership and otherwise to carry out the purposes of this Merger Agreement; and the proper partners of the Surviving Partnership are hereby fully authorized in the name of Indiana Limited Partnership or otherwise to take any and all such action.

ARTICLE II

APPROVAL; AMENDMENT; TERMINATION; MISCELLANEOUS

Section 2.01. Approval. Pursuant to Section 620.202, Florida Statutes and Section 23-16-3-12, Indiana Statutes, this Merger Agreement shall be submitted for approval by all the partners of Indiana Limited Partnership and Florida Limited Partnership.

Section 2.02. Amendment. Subject to applicable law, this Merger Agreement may be amended, modified or abandoned by written agreement of all the partners of Indiana Limited Partnership and Florida Limited Partnership, at any time prior to the date the Merger takes effect.

Section 2.03. Counterparts. This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

Section 2.04. Registered Agent in Florida. The Surviving Partnership has named Leo J. McKernan, located at 768 Brentwood Place, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within the State of Florida.

Section 2.05. Registered Agent in Indiana. Pursuant to Section 23-16-3-12, Indiana Statutes, the Surviving Partnership agrees that it may be served with process in the State of Indiana in any action, suit or proceeding for the enforcement of any obligation of Indiana Limited Partnership and irrevocably appoints the Indiana Secretary of State as its agent to accept service of process in any such action, suit or proceeding. A copy of such process shall be mailed to the Surviving Partnership by the Indiana Secretary of State to 768 Brentwood Place, Naples, Florida 34110.

Section 2.06. General Partner of Surviving Partnership. The name and address of the Sole General Partner of the Surviving Partnership is Leo J. McKernan, 768 Brentwood Place, Naples, Florida 34110.

Section 2.07. Miscellaneous:

a. A copy of this Merger Agreement is on file at a place of business of the Surviving Partnership located at 768 Brentwood Place, Naples, Florida 34110.

b. Prompt notice of the Merger, together with a copy of Section 620.201, Florida Statutes, shall be given to each partner.


c. A copy of this Merger Agreement shall be furnished by the Surviving Partnership, on request and without cost, to any member of any partnership or any person holding an interest in any other business entity which is to merge or consolidate.

d. The address of the Surviving Partnership's chief executive office shall be: 768 Brentwood Place, Naples, Florida 34110.

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

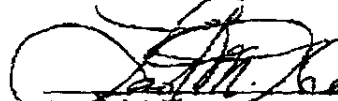
MCKERNAN FAMILY ENTERPRISES, L.P.
AN INDIANA LIMITED PARTNERSHIP

GENERAL PARTNER:


Leo J. McKernan, 1/20/05 Date
As Trustee of the Leo J. McKernan
Declaration of Trust dated 9/14/78,
as Restated on 10/21/03, as Amended

MCKERNAN FAMILY ENTERPRISES,
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GENERAL PARTNER:


Leo J. McKernan 1/20/05 Date
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TALLAHASSEE, FLORIDA