

A08000001055

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MERGER OR SHARE EXCHANGE

F.M. PARTNERS I LIMITED PARTNERSHIP

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EXAMINER

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AGREEMENT, PLAN AND CERTIFICATE OF MERGER

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of December 15, 2008, by and between F.M. Partners I Limited Partnership, a Florida limited partnership ("Florida LP") and F.M. Partners Limited Partnership, a Michigan limited partnership ("Michigan LP"), under the Michigan Act 213, Public Acts of 1982 (the "Michigan Act") and Sections 620.2106-620.2109 of the Florida Revised Uniform Limited Partnership Act of 2005 (the "Florida Act").

Michigan LP and Florida LP agree to and do hereby effect the merger of Michigan LP with and into Florida LP (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT COMPANIES

- a. The name and state of organization of each of the constituent limited partnerships involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>Florida ID Number</u>	<u>Michigan ID Number</u>	<u>Date of Organization</u>
F.M. Partners I Limited Partnership	Florida	A08000001055	None	12/22/2008
F.M. Partners Limited Partnership	Michigan	None	L16847	3/3/1993

- b. The surviving limited partnership of the Merger (the "Surviving Company") and its identification number is:

F.M. Partners Limited Partnership Florida A08000001055

2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, Michigan LP will cease to exist separately, and will be merged with and into Florida LP in accordance with the provisions of this Agreement and the Limited Partnership Agreement of Florida LP and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act.
- b. On the Effective Date and on consummation of the Merger, (i) the partners of Florida LP and their partnership interests in the Surviving Company will be the same as those

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of Michigan LP prior to the consummation of the Merger, (ii) all of the outstanding partnership interests of the Michigan LP will be cancelled and (iii) the partnership interests of the Florida LP shall remain outstanding.

3. CERTIFICATE OF LIMITED PARTNERSHIP; LIMITED PARTNERSHIP AGREEMENT

The Certificate of Limited Partnership of Florida LP and the Limited Partnership Agreement of Florida LP shall be the Certificate of Limited Partnership and Limited Partnership Agreement of the Surviving Company.

4. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth, Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State, Division of Corporations, pursuant to and in accordance with the Florida Act.
- b. The effective date and time of the Merger (the "Effective Date") shall be December 31, 2008.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the partners of Michigan LP and the partners of Florida LP in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate.

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at the Florida LP's principal place of business, the address of which is 4801 PGA Boulevard, Palm Beach Gardens, Florida 33418.

A copy of this Agreement will be provided by Florida LP upon request and without cost to any partner or any person holding an interest in any other business entity which is to merge or consolidate.

7. MERGER PERMITTED UNDER MICHIGAN LAW AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

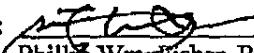
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IN WITNESS WHEREOF, the undersigned have caused this Agreement, Plan and Certificate of Merger to be executed as of the day and year first above written.

F.M. PARTNERS I LIMITED PARTNERSHIP
a Florida limited partnership

By: FMGP Inc., a Michigan corporation
Its: General Partner

By: 
Phillip Wm. Fisher, President

F.M. PARTNERS LIMITED PARTNERSHIP,
a Michigan limited partnership

By: FMGP Inc., a Michigan corporation
Its: General Partner

By: 
Phillip Wm. Fisher, President