

Document Number Only

C T CORPORATION SYSTEM Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

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Mandaley Associates Limited

into:

Mandaley Associates Limited

☐ Profit
☐ NonProfit
☐ Limited Liability Company

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change

☐ Limited Liability Partnership

☐ Fict. Filing Cancel

☐ UCC-1

☐ Certified Copy

☐ Photo Copies

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☐ Call When Ready

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☐ Will Wait

☒ Pick Up

☐ Mail Out

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 30 PM 3:57

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Thanks, Melanie ☺

DEC 30

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MANDALAY ASSOCIATES LIMITED PARTNERSHIP, a Florida Limited
Partnership

INTO

MANDALAY ASSOCIATES LIMITED PARTNERSHIP, corporation not qualified
in Florida.

File date: December 30, 1999

Corporate Specialist: Lee Rivers

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>
1. Mandalay Associates Limited Partnership, c/o Sheldon Chertow, 30 North LaSalle Street, Suite 3200, Chicago, IL 60602	Florida	Limited Partnership

Florida Document/Registration Number: A12110

FEI Number:

2.

Florida Document/Registration Number:

FEI Number:

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

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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>
Mandalay Associates Limited Partnership c/o Sheldon Chertow, 30 North LaSalle Street, Suite 3200, Chicago, IL 60602	Delaware	Limited Partnership

Florida Document/Registration Number: _____ FEI Number: _____

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.

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.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Mandalay Associates Limited
Partnership, a Florida
limited partnership

Sheldon Chertow

Sheldon Chertow

David L. Pattis

Robert J. Washlow

Mandalay Associates Limited
Partnership, a Delaware
limited partnership

Sheldon Chertow

Sheldon Chertow

(Attach additional sheet(s) if necessary)

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

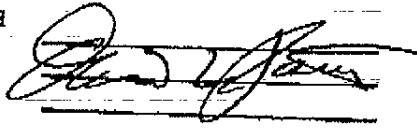
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Mandalay Associates Limited
Partnership, a Florida
limited partnership



Sheldon Chertow
David L. Pattis
Robert J. Washlow

Mandalay Associates Limited
Partnership, a Delaware
limited partnership

Sheldon Chertow

(Attach additional sheet(s) if necessary)

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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Mandalay Associates Limited

Partnership, a Florida
limited partnership

Robert J. Washlow

Sheldon Chertow

David L. Pattis
Robert J. Washlow

Mandalay Associates Limited

Partnership, a Delaware
limited partnership

Sheldon Chertow

(Attach additional sheet(s) if necessary)

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>
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Mandalay Associates Limited Partnership	Florida
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SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
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Mandalay Associates Limited Partnership	Delaware
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THIRD: The terms and conditions of the merger are as follows:

See Attachment #1

(Attach additional sheet(s) if necessary)

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:

Each partner's interest in the surviving entity shall be the same as that partner's interest in the merged party and in order to effect the foregoing each interest in the merged party is cancelled and replaced with an equivalent interest in the surviving entity.

- 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:

There are no outstanding rights to acquire interests, shares, obligations or other securities of the merged party.

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(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)

If General Partner is a Non-Individual,

Florida Document/Registration Number

Sheldon Chertow, 30 North LaSalle Street, Suite 3200,
Chicago, Illinois 60602

David L. Pattis, 128 Pembroke Drive,
Palm Beach Gardens, FL 33418

Robert J. Washlow, 1666 Eash Touhy Avenue,
Des Plaines, Illinois 60018

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:

A copy of the Certificate of Merger required to be filed in Delaware is attached hereto as Attachment #2.

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

None

(Attach additional sheet(s) if necessary)

Attachment #1

PLAN OF MERGER

Mandalay Associates Limited Partnership

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TALLAHASSEE FLORIDA

The terms and conditions of the merger are as follows:

1. As of the Effective Time (as hereinafter defined), Mandalay Associates Limited Partnership, a Florida limited partnership ("Mandalay Florida"), shall merge with and into Mandalay Associates Limited Partnership, a Delaware limited partnership ("Mandalay Delaware") and Mandalay Delaware shall continue as the surviving entity under the name "Mandalay Associates Limited Partnership," subject to the laws of the State of Delaware. The merger shall be pursuant to and shall have the effect provided for under the laws of the State of Delaware ("Delaware Law").

2. The merger shall be authorized in such manner as the laws of the State of Delaware may prescribe.

3. The Certificate of Limited Partnership of Mandalay Delaware, as in effective immediately prior to the Effective Time shall be the Certificate of Limited Partnership of the surviving entity on and after the Effective Time until it is further amended or repealed in accordance with applicable law and the Certificate of Limited Partnership of the surviving entity.

4. The Second Amended and Restated Agreement of Limited Partnership of Mandalay Florida, as amended (the "Partnership Agreement"), as in effect immediately prior to the Effective Time, is hereby adopted by the partners of Mandalay Delaware and shall be and remain in effect from and after the Effective Time until it is amended or repealed in accordance with applicable law and the Certificate of Limited Partnership; except that the following amendments to the Partnership Agreement are hereby adopted and approved:

(i) The term "Act" in Article I means the Delaware Revised Uniform Limited Partnership Act, Title 6, Chapter 17, Section 17-101 et. seq. of the Delaware Code, as amended.

(ii) Section 2.4 of the Partnership Agreement is amended to read as follows:

2.4 Registered Agent and Registered Office. The Partnership's registered office in the State of Delaware and the name of its registered agent at such office shall be as set forth in the Partnership's Delaware certificate of limited partnership.

(iii) Section 10.10 of the Partnership Agreement is amended to read as follows:

10.10 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

5. The general partners of Mandalay Florida immediately prior to the Effective Time shall be the general partners of Mandalay Delaware in accordance with applicable law, the Certificate of Limited Partnership and the Partnership Agreement.

6. If this Plan of Merger is not terminated and abandoned pursuant to Section 7, then the following actions shall be taken to effect the Merger:

(i) a Certificate of Merger shall be executed and filed in accordance with the laws of the State of Florida and the laws of the State of Delaware; and

(ii) Mandalay Florida and Mandalay Delaware shall do all other acts and things as shall be necessary or desirable to effect the merger.

The merger shall become effective as soon as it is filed with the Delaware Secretary of State and with the Florida Secretary of State (the "Effective Time").

7. At any time prior to the filing of the merger documents in Delaware and in Florida, this Plan of Merger may be terminated and the merger may be abandoned by either the partners of Mandalay Florida or the partners of Mandalay Delaware.

8. This Plan of Merger may be amended, modified or supplemented by the partners of Mandalay Florida and the partners of Mandalay Delaware at any time prior to the filing of the merger documents in Delaware and in Florida; provided that an amendment made following approval of this Plan of Merger by partners of Mandalay Florida and partners of Mandalay Delaware shall not (i) alter or change the amount or kind of interests, securities, cash, property and/or rights to be received in exchange for upon conversion of all or any of the interests thereof of either of Mandalay Florida or Mandalay Delaware, (ii) alter or change any term of the Certificate of Limited Partnership of the surviving entity to be effected by the merger, or (iii) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of any interests thereof of Mandalay Florida or Mandalay Delaware.

9. The surviving entity shall pay all expenses incurred in connection with this Plan of Merger.

10. If, at any time after the Effective Time, the surviving entity, its successors or assigns determines that any documentation, action or things are necessary

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or desirable to carry out the purposes of this Plan of Merger or to vest the surviving entity with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, franchises and authority of each of Mandalay Florida or Mandalay Delaware, the general partners of the surviving entity shall be authorized to execute and deliver, in the name and on behalf of either Mandalay Florida or Mandalay Delaware or otherwise, all such documentation, and to take and do, in the name and on behalf of either Mandalay Florida or Mandalay Delaware or otherwise, all such other actions and things.

11. This Plan of Merger shall be governed by and interpreted in accordance with the laws of the State of Florida.

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**Attachment #2
PLAN OF MERGER**

**CERTIFICATE OF MERGER OF
MANDALAY ASSOCIATES LIMITED PARTNERSHIP,
a Florida limited partnership
INTO
MANDALAY ASSOCIATES LIMITED PARTNERSHIP,
a Delaware limited partnership**

Pursuant to Title 6, Sec. 17-211 of the Delaware Code, the undersigned surviving limited partnership submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of each of the domestic limited partnership and the Foreign limited partnership which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Mandalay Associates Limited Partnership	Florida
Mandalay Associates Limited Partnership	Delaware

2. An agreement of merger has been approved and executed by each of the domestic limited partnership and the Foreign limited partnership which are to merge.

3. The name of the surviving limited partnership is: Mandalay Associates Limited Partnership

4. The agreement of merger is on file at a place of business of the surviving limited partnership which is located at c/o Sheldon Chertow, 30 North LaSalle Street, Suite 3200, Chicago, IL 60602.

5. A copy of the agreement of merger will be furnished by the surviving limited partnership, on request and without cost, to any partner of the domestic limited partnership or any partner of the Florida limited partnership which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the ____ day of December, 1999, and is being filed in accordance with Title 6, Sec. 17-211 by an authorized person of the surviving limited partnership in the merger.

Mandalay Associates Limited Partnership,
a Delaware limited partnership

By: _____
Sheldon Chertow, a general partner