

Law Offices
MARILYN K. SUMMITT, P.A.

A Professional Association

Post Office Box 23817
Fort Lauderdale, FL 33307

Telephone: 954-938-8100
Facsimile: 954-938-9784
E-mail: Mks2fl4law@aol.com

May 26, 1999

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-05/10/99--01010--003

****182.50 ****182.50

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Merger of Copans Center, LTD (Doc # A16282) and
Copans Investments, LTD (Doc # A16281) into
The Thomas J. Miller Partnership, a Florida general partnership

Dear Sir or madam:

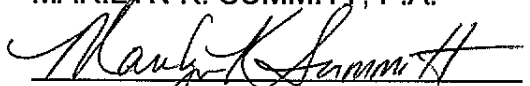
Enclosed for filing are an Original and one copy of the Articles of Merger and the Agreement and Plan of Merger of the two Florida limited partnerships referenced above and of the surviving Florida general partnership, "The Thomas J. Miller Partnership." Also enclosed is check number 0814 payable to the Florida Department of State in payment of the following filing fees:

Filing fee for two limited partnerships (\$52.50 each)	\$ 105.00
Filing fee for one general partnership	25.00
Certified Copy	52.50
Total Filing Fees enclosed	<u>\$ 182.50</u>

Upon filing, please return the certified copy to the attention of the undersigned. In the event you have any questions or need additional information, please do not hesitate to contact me. Thank you for your continuing assistance in these matters.

Yours very truly,

MARILYN K. SUMMITT, P.A.



Marilyn K. Summitt
For the Firm
Enclosures
c: Carol Templin

A16282
OK 7-28

Doc #	OK
Examined	OK
Date	OK
By	OK
File	OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 18, 1999

MARILYN K. SUMMITT
P.O. BOX 23817
FORT LAUDERDALE, FL 33307

SUBJECT: COPANS CENTER, LTD.
Ref. Number: A16282

We have received your document for COPANS CENTER, LTD. and your check(s) totaling \$182.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must reflect that the plan of merger 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.

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

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 099A00032849

FILED
JUN 26 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FL 32304

Law Offices
MARILYN K. SUMMITT, P.A.
A Professional Association

Post Office Box 23817
Fort Lauderdale, FL 33307

Telephone: 954-978-3155
Facsimile: 954-978-1230
E-mail: Mks2fl4law@aol.com

July 19, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Your Ref Ltr # A16282
Merger of Copans Center, LTD (Doc # A16282) and
Copans Investments, LTD (Doc # A16281) into
The Thomas J. Miller Partnership, a Florida general partnership

Attn: Tammi Cline, Document Specialist

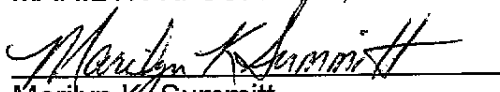
Pursuant to your letter and our telephone conversation of last week, the requested changes have been made to the documents, and enclosed for filing are a revised Original and one copy of the Articles of Merger and the Agreement and Plan of Merger of the two Florida limited partnerships referenced above and of the surviving Florida general partnership, "The Thomas J. Miller Partnership." You have already received on this matter check number 0814 payable to the Florida Department of State in payment of the filing fees:

Filing fee for two limited partnerships (\$52.50 each)	\$ 105.00
Filing fee for one general partnership	25.00
Certified Copy	<u>52.50</u>
Total Filing Fees already paid	<u>\$ 182.50</u>

Upon filing, please return the certified copy to the attention of the undersigned. In the event you have any questions or need additional information, please do not hesitate to contact me. Thank you for your continuing assistance in these matters.

Yours very truly,

MARILYN K. SUMMITT, P.A.



Marilyn K. Summitt
For the Firm
Enclosures
c: Carol Templin

FILED
JUL 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

COPANS CENTER, LTD.
a Florida limited partnership

and

COPANS INVESTMENTS, LTD.
a Florida limited partnership

into

THE THOMAS J. MILLER PARTNERSHIP
a Florida general partnership

Pursuant to the provisions of §620.203, Florida Statutes, these Articles of Merger provide that:

1. Copans Center, LTD., a Florida limited partnership, and Copans Investments, LTD., a Florida limited partnership, (collectively the "Merged Partnerships"), shall be merged with and into "The Thomas J. Miller Partnership," a Florida general partnership. The Thomas J. Miller Partnership shall be the surviving partnership in the merger (the "Surviving Partnership").
2. The Plan of Merger as attached to these Articles has been submitted to the partners of the Surviving Partnership and the partners of the Merged Partnerships for their consent and approval in accordance with §620.202, Florida Statutes, on the 1st day of December, 1998, and has been adopted and approved by each partnership and limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.
3. The written consent of each person who, as a result of the merger, become a general partner of the Surviving Partnership has been obtained.
4. The partnership agreement of the Surviving Partnership as in effect immediately prior to the merger shall remain and be the partnership agreement of the Surviving Partnership.

IN WITNESS WHEREOF, the Surviving Partnership and the Merged Partnerships have caused these Articles of Merger to be executed by their respective partners this 19 day of May, 1999.

COPANS CENTER, LTD.,
a Florida limited partnership

By: Thomas J. Miller
Thomas J. Miller, General Partner

COPANS INVESTMENTS, LTD.,
a Florida limited partnership

By: Thomas J. Miller
Thomas J. Miller, General Partner

THE THOMAS J MILLER PARTNERSHIP
a Florida general partnership

By: Thomas J. Miller
Thomas J. Miller, Partner

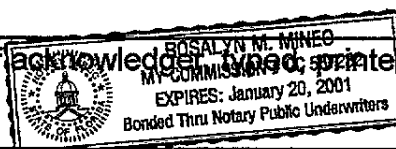
By: Harley W. Miller
Harley W. Miller, Partner

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 19 day of May, 1999, by Thomas J. Miller, General Partner of Copans Center, LTD., a Florida limited partnership, on behalf of the limited partnership. He is personally known to me.

Rosalyn M. Mineo
(Signature of Person Taking Acknowledgement)

(Name of Acknowledger, typed, printed or stamped)




(Title, rank, serial number, if any, and expiration)

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 19 day of May, 1999, by Thomas J. Miller, General Partner of Copans Investments, LTD., a Florida limited partnership, on behalf of the limited partnership. He is personally known to me.

Rosalyn M. Mineo
(Signature of Person Taking Acknowledgement)


(Name of acknowledger typed, printed or stamped)

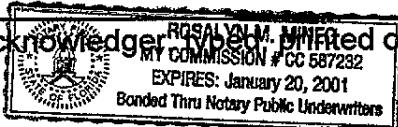
(Title, rank, serial number, if any, and expiration)

FILED
99 JUN 26 PM 5:00
CLERK OF STATE
NOTARY PUBLIC

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 19 day of May, 1999, by Thomas J. Miller, Partner of The Thomas J. Miller Partnership, a Florida general partnership, on behalf of the partnership. He is personally known to me.

Rosalyn M. Mineo
(Signature of Person Taking Acknowledgement)

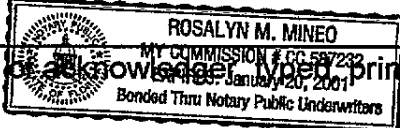

(Name of acknowledger typed, printed or stamped)

(Title, rank, serial number, if any, and expiration)

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 19 day of May, 1999, by Harley W. Miller, Partner of The Thomas J. Miller Partnership, a Florida general partnership, on behalf of the partnership. He is personally known to me.

Rosalyn M. Mineo
(Signature of Person Taking Acknowledgement)


(Name of Acknowledger, Typed, printed or stamped)

(Title, rank, serial number, if any, and expiration)

FILED
99 JUL 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 31st day of December, 1998, by and between COPANS CENTER, LTD., a Florida limited partnership and COPANS INVESTMENTS, LTD., a Florida limited partnership (hereinafter sometimes referred to collectively as the "Merged Partnerships") and The Thomas J. Miller Partnership, a Florida general partnership created under Declaration of Trust dated September 11, 1978 (hereinafter referred to as the "Surviving Partnership"). The Merged Partnerships and the Surviving Partnership being hereinafter sometimes referred to collectively as the "Constituent Partnerships".

WITNESSETH:

WHEREAS, the parties desire that the Merged Partnerships merge into the Surviving Partnership.

NOW THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

THE TERMS AND CONDITIONS OF THE MERGER ARE:

1. Merger. The Merged Partnerships shall merge into the Surviving Partnership in accordance with the laws of the State of Florida effective as soon after this date as allowed by law (the "Effective Date").
2. General Partners of Surviving Partnership. The names and business address of the general partners of the Surviving Partnership are: Thomas J. Miller, 614 S. Federal Hwy, Fort Lauderdale, Florida 33301; and Harley W. Miller, 614 S. Federal Hwy, Fort Lauderdale, Florida 33301.
3. Rights of the Surviving Partnership. Upon the Effective Date: (a) the Merged Partnerships and the Surviving Partnership shall become a single partnership and the separate existence of the Merged Partnerships shall cease; (b) the Surviving Partnership shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Partnerships which, together with all of the

assets, properties, business, patents, trademarks, and goodwill of the Merged Partnerships, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Partnerships shall vest in the Surviving Partnership without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Partnerships shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Partnerships shall be unimpaired; the Surviving Partnership shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Partnerships; and all debts, liabilities and obligations of the respective Constituent Partnerships shall thenceforth attach to the Surviving Partnership and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Partnerships; and (d) without limitation of the foregoing provisions of this Section 3, all partnership acts, plans, policies, contracts, approvals and authorizations of the Constituent Partnerships, their partners, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Partnership as they were with respect to the Constituent Partnerships.

4. Partnership Agreement of Surviving Partnership. Upon the Effective Date the Partnership Agreement of the Surviving Partnership shall continue as the Partnership Agreement of the Surviving Partnership until amended in the manner provided by law.

5. Designation and Number of Outstanding Interests. The designation and number of outstanding partnership interests of each partnership immediately prior to the Merger are as follows:

a) The Merged Partnership, COPANS CENTER, LTD., has two (2) partners with interests issued and outstanding, T.J. Miller, 80.631% and H.W. Miller, 19.369%; and

b) The Merged Partnership, COPANS INVESTMENTS, LTD., has two (2) partners with interests issued and outstanding, T.J. Miller, 80.624% and H.W. Miller, 19.376%; and

c) The Surviving Partnership has two (2) partners with interests issued and outstanding, T.J. Miller, 62.50% and H.W. Miller, 37.50%.

FILED
59 JUL 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. Effect of the Merger Upon the Partnership Interests of the Constituent Partnerships. On the effective date of the merger and without any action on the part of parties or otherwise:

a) The total of the issued and outstanding partnership interests as a general partner in the Merged Partnership, COPANS CENTER, LTD., shall be converted into the right to receive Eight and 75/100 percent (8.75%) of the interests of the Surviving Partnership, and the total of the issued and outstanding partnership interests as limited partners in the Merged Partnership, COPANS CENTER, LTD., shall be converted into the right to receive Four and 25/100 percent (4.25%) of the interests of the Surviving Partnership;

b) The total of the issued and outstanding partnership interests as a general partner in the Merged Partnership, COPANS INVESTMENTS, LTD., shall be converted into the right to receive Nine and 75/100 percent (9.75%) of the interests of the Surviving Partnership, and the total of the issued and outstanding partnership interests as limited partners in the Merged Partnership, COPANS INVESTMENTS, LTD., shall be converted into the right to receive Five and 25/100 percent (5.25%) of the interests of the Surviving Partnership;

c) The total of the issued and outstanding partnership interests in the Surviving Partnership prior to the Merger, shall be converted into Seventy-two percent (72%) of the total interests of the Surviving Partnership upon the Merger.

7. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. Waivers and Amendments. This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

10. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

FILED
JUL 26 PM 5:30
CLERK OF ST. JAC
JAN 11 2011

11. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. Consents. The consents of partners who shall be general partners of the Surviving Partnership have been obtained and are confirmed by their signatures below.

13. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

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

COPANS CENTER, LTD.
a Florida limited partnership

By: _____

Thomas J. Miller, General Partner

COPANS INVESTMENTS, LTD.
a Florida limited partnership

By: _____

Thomas J. Miller, General Partner

THE THOMAS J. MILLER PARTNERSHIP
a Florida general partnership

By: _____

Thomas J. Miller, Partner

By: _____

Harley W. Miller, Partner

99 JUL 26 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

COPANS CENTER, LTD. and COPANS INVESTMENTS, LTD. both Florida
Limited Partnership

,

INTO

**THE THOMAS J. MILLER PARTNERSHIP, A FLORIDA NON-QUALIFIED
GENERAL PARTNERSHIP.** entity not qualified in Florida

File date: July 26, 1999

Corporate Specialist: Tammi Cline