

A20483

Frank Painer

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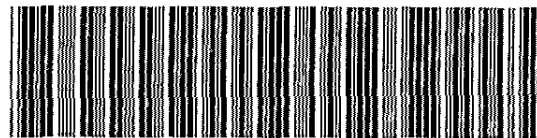
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J. BRYAN SEP 23 2004

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 608.4382, and/or 620.203, Florida Statutes.

FIRST: The **merging** party is as follows:

Wilcox Panama City Properties, LLC,
a Florida limited liability company
267 John Knox Road
Suite 100
Tallahassee, Florida 32303

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SECOND: The **surviving** party is as follows:

Wilcox Holdings, Ltd., a Florida limited partnership
f/k/a Carter Wilcox Properties, Ltd.
267 John Knox Road
Suite 100
Tallahassee, Florida 32303

A 20683

THIRD: The attached Plan of Merger meets the requirements of sections 608.438, and/or 620.201, Florida Statutes, and was approved by each limited liability company and limited partnership that is a party to the merger in accordance with Chapters 608, and 620, Florida Statutes.

FOURTH: 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 sections 608.4381(2), and 620.202(2), Florida Statutes.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership or the articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as the date the Articles of Merger are filed with the Florida Department of State

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

Dated this 22nd day of September, 2004

Merging Entity:

Wilcox Panama City Properties, LLC

W. Eugene Wilcox
W. Eugene Wilcox, member

Sharon H. Wilcox
Sharon H. Wilcox, member

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Surviving Entity:

Wilcox Holdings, Ltd.
a Florida limited partnership
f/k/a Carter Wilcox Properties, Ltd.,

By: Wilcox Management Group, LLC,
a Florida limited liability company,
as general partner

By: W. Eugene Wilcox
W. Eugene Wilcox, its managing member

PLAN OF MERGER

The following plan of merger, is adopted and approved by each party to the merger in accordance with sections 608.4381 and/or 620.202, is being submitted in accordance with sections 608.438 and 620.201, Florida Statutes.

FIRST: The **merging** party is follows: Wilcox Panama City Properties, LLC, a Florida limited liability company

SECOND: The **surviving** party is as follows: Wilcox Holdings, Ltd., a Florida limited partnership f/k/a Carter Wilcox Properties, Ltd.

THIRD: The terms and conditions of the merger are as follows: The entire membership interest of merging party is transferred and assigned to surviving party.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the 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: The membership interests are to converted entirely into limited partnership interests.

FIFTH: Since a limited partnership is the surviving entity, the name(s) and address(es) of the general partner is as follows:

Wilcox Management Group, LLC
267 John Knox Road
Suite 100
Tallahassee, Florida 32303

Florida Document Registration No. 204000068759

Dated this 22nd day of September, 2004.

Merging Entity:

Wilcox Panama City Properties, LLC

W. Eugene Wilcox
W. Eugene Wilcox, member

Sharon H. Wilcox
Sharon H. Wilcox, member

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Surviving Entity:

Wilcox Holdings, Ltd.
a Florida limited partnership
f/k/a Carter Wilcox Properties, Ltd.,

By: Wilcox Management Group, LLC,
a Florida limited liability company,
as general partner

By: W. Eugene Wilcox
W. Eugene Wilcox, its managing member

W. Eugene Wilcox
W. Eugene Wilcox, Limited partner

Sharon H. Wilcox
Sharon H. Wilcox, Limited partner

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CONSENT OF GENERAL PARTNER

Wilcox Management Group, LLC, a Florida limited liability company hereby agrees to the foregoing Plan of Merger, and consents and agrees to be the general partner of the surviving entity, i.e. Wilcox Holding, Ltd.

Wilcox Management Group, LLC
a Florida limited liability company

By: W. Eugene Wilcox
W. Eugene Wilcox, its managing member

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