



THE UNITED STATES
CORPORATION
COMPANY

A94000000297

ACCOUNT NO. : 072100000032

REFERENCE : 951981 4723960

AUTHORIZATION :

COST LIMIT : \$ 77.50

FILED
01 JAN -4 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 3, 2001

ORDER TIME : 2:0 PM

ORDER NO. : 951981-010

CUSTOMER NO: 4723960

500003524085--7

CUSTOMER: Ms. Claudia Guglielmo
Greenbaum, Rowe, Smith, Ravin,
99 Wood Avenue South

Iselin, NJ 08830-2712

ARTICLES OF MERGER

B.P. CAPITAL GROUP LTD.

INTO

B.P. CAPITAL GROUP, L.L.C.

RECEIVED
01 JAN -4 PM 3:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

BK

1/4

ARTICLES OF MERGER
Merger Sheet

MERGING:

B.P. CAPITAL GROUP LTD. (A94000000297), a Florida limited partnership

INTO

B.P. CAPITAL GROUP, L.L.C., a New Jersey entity not qualified in Florida.

File date: January 4, 2001

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 77.50

ARTICLES OF MERGER
OF
B.P. CAPITAL GROUP, L.L.C.
a New Jersey Limited Liability Company

AND

B.P. CAPITAL GROUP LTD.
a Florida Limited Partnership

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Florida Department of State
Division of Corporations:

It is hereby certified that:

FIRST: The constituent business entities participating in the merger herein certified are:

- (a) B.P. Capital Group, L.L.C., a New Jersey Limited Liability Company, with a principal office at 79 Rumson Road, Rumson, New Jersey 07760; and
- (b) B.P. Capital Group Ltd., a Florida Limited Partnership, with a mailing address at 15 Crossroads, Suite 351, Sarasota, Florida 34239.

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving entity are as follows:

B.P. Capital Group, L.L.C., a New Jersey limited liability company, with a principal office located at 79 Rumson Road, Rumson, New Jersey 07760.

THIRD: The attached Agreement and Plan of Merger meets the requirements of Section 620.201 of the Florida Revised Uniform Limited Partnership Act, and has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of Section 620.203(1) of the Florida Revised Uniform Limited Partnership Act and N.J.S.A. 42:2B-20 of the New Jersey Limited Liability Company Act.

FOURTH: The aforesaid surviving limited liability company 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 the aforesaid constituent business entities that is a party to the merger.

FIFTH: The merger between the aforesaid constituent business entities shall be effective at the date and time at which a copy of these Articles of Merger are filed with the Department of State of the State of Florida pursuant to Section 620.203(1)(f) of the Florida Revised Uniform Limited Partnership Law.

SIXTH: The surviving entity agrees to pay the dissenting partners and/or members of each domestic limited partnership and/or limited liability company that is a party to this merger the amount, if any, to which they are entitled under Section 620.205 of the Florida Revised Uniform Limited Partnership Law.

SEVENTH: 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.

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

Dated: 12/27/00

B.P. CAPITAL GROUP LTD. .

By: Renaissance Holdings, Inc.
its General Partner

By: Barbara Todd
Barbara Todd, President

Dated: 12/27/00

B.P. CAPITAL GROUP, LLC

By: Barbara Todd
Barbara Todd, Managing Member

AGREEMENT AND PLAN OF MERGER

OF

B.P. CAPITAL GROUP, L.L.C.
a New Jersey Limited Liability Company

AND

B.P. CAPITAL GROUP LTD.
a Florida Limited Partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER approved on December ^{4th}21, 2000 by B.P. CAPITAL GROUP, L.L.C., a limited liability company of the State of New Jersey, and by resolution adopted by its members on said date, and approved on December ^{4th}21, 2000 by B.P. CAPITAL GROUP LTD., a limited partnership of the State of Florida, and by resolution adopted by its partners on said date.

WHEREAS, B.P. Capital Group, L.L.C., is a limited liability company of the State of New Jersey with its registered office therein located at 79 Rumson Road, Rumson, New Jersey 07760; and

WHEREAS, B.P. Capital Group Ltd., is a limited partnership of the State of Florida with its mailing address therein located at 15 Crossroads, Suite 351, Sarasota, Florida 34239; and

WHEREAS, B.P. Capital Group, L.L.C. and B.P. Capital Group Ltd. and the respective partners and members thereof declare it advisable and to the advantage, welfare, and best interests of said business entities and their respective partners and members to merge B.P. Capital Group Ltd. with and into B.P. Capital Group, L.L.C. pursuant to the provisions of the New Jersey Limited Liability Company Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the general partner of B.P. Capital Group Ltd. and duly approved by a resolution adopted by the members of B.P. Capital Group, L.L.C., the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. B.P. Capital Group, L.L.C. and B.P. Capital Group Ltd. shall, pursuant to the provisions of the New Jersey Limited Liability Company Act, be merged with and into a single limited liability company, to wit, B.P. Capital Group, L.L.C., which shall be the surviving business entity from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving limited liability company", and which shall continue to exist as said surviving limited liability company under its present name pursuant to the provisions of the New Jersey Limited Liability Company Act.

The separate existence of B.P. Capital Group Ltd., which is sometimes hereinafter referred to as the "terminating partnership", shall cease at the said effective time and the surviving limited

liability company shall become the owner, without any other transfer, of all the rights and property of the merging entities, and the surviving limited liability company shall become subject to all the debts and liabilities of the merging entities in the same manner as if the surviving limited liability company had incurred them.

2. Each partner of the terminating limited partnership at the effective time of the merger shall become a member of the surviving limited liability company.

3. The partnership interests of the terminating limited partnership shall, at the effective time of merger, be converted into membership interests of the surviving limited liability company. The resulting percentage interests of each member in the surviving limited liability company shall be equal to the percentage partnership interest that each partner held in the terminating limited partnership.

Rights, if any, to acquire the partnership interests of the terminating limited partnership shall not be convertible into rights to acquire interests in the surviving limited liability company, but additional interests in the surviving limited liability company may be acquired in accordance with the operating agreement, if any, of said surviving limited liability company, or in accordance with applicable New Jersey law.

4. The surviving limited liability company shall be governed by the New Jersey Limited Liability Company Act until such time, if any, as the members unanimously consent to the adoption of an operating agreement.

5. The manager of the surviving limited liability company shall be Barbara Todd, whose address is 79 Rumson Road, Rumson, New Jersey 07760.

6. At such time that this Agreement of Merger shall have been fully adopted upon behalf of the terminating limited partnership and of the surviving limited liability company in accordance with the provisions of the New Jersey Limited Liability Company Act, the said business entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New Jersey, and that they will cause to be performed all necessary acts within the State of New Jersey and elsewhere to effectuate the merger herein provided for.

7. The partners of the terminating limited partnership and the members of the surviving limited liability company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

8. The merger shall be effective immediately upon the filing of

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated:

12/27/00

B.P. CAPITAL GROUP LTD.

By: Renaissance Holdings, Inc.
its General Partner

By:

Barbara Todd
Barbara Todd, President

FILED
01 JAN -4 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: 12/27/00

B.P. CAPITAL GROUP, L.L.C.

By:

Barbara Todd
Barbara Todd, Managing Member

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