

A94000000/478

LIONSPAW DEVELOPMENT, LTD.
125 E. INDIANA AVE., STE. A-2
DELAND, FL 32724
(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

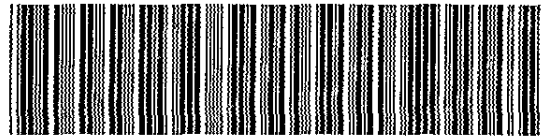
(Business Entity Name)

(Document Number)

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A94-1478

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AND
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TALLAHASSEE, FLORIDA

JB
4-8-03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 25, 2003

LIONSPA W DEVELOPMENT, LTD.
125 E. INDIANA AVE., STE. A-2
DELAND, FL 32724

SUBJECT: LIONSPA W DEVELOPMENT, LTD.
Ref. Number: A94000001478

We have received your document for LIONSPA W DEVELOPMENT, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

You must list the name and address of the new general partner on the amendment form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 703A00018122

03 APR - 7 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 17, 2003

LIONSPAW DEVELOPMENT, LTD.
125 E. INDIANA AVE., STE. A-2
DELAND, FL 32724

SUBJECT: LIONSPAW DEVELOPMENT, LTD.
Ref. Number: A94000001478

We have received your document for LIONSPAW DEVELOPMENT, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the name and address of the new general partner on the amendment form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 603A00016378

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 APR - 7 PM 2:57

APPROVED
AND
FILED

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

LIONSPAW DEVELOPMENT INC.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on _____, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

see attached (change of general partner due to merger of Tricorp, Inc. into RAM Group, Inc.)

See below

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

[Signature]

RICHARD A. McMAHAN / *OR* *RAM GROUP INC.*

Signature(s) of new general partner(s), if applicable:

PRESIDENT

*NEW GENERAL
PARTNER →*

RAM GROUP INC.

125 E. INDIANA AVE. Ste A2

DELAND, FL 32724

APPROVED
AND
FILED
03 APR -7 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
RAM GROUP, INC.	Florida	300569

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TRICORP, INC.	Florida	445895

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation - The Plan of Merger was adopted by the shareholders of the surviving corporation on October 31, 2002.

Sixth: Adoption of Merger by merging corporation - The Plan of Merger was adopted by the shareholders of the merging corporation on October 31, 2002.

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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RAM GROUP, INC.



Richard A. McMahan, President

TRICORP, INC.



Richard A. McMahan, President

DEPT. OF STATE
TALLAHASSEE, FLORIDA

2002 NOV 19 AM 11:08

FILED

PLAN OF MERGER
(Merger of Subsidiary Corporation)

The following plan of merger is submitted in accordance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First:

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
RAM GROUP, INC.	Florida	300569

Second:

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TRICORP, INC.	Florida	445895

Third:

The manner and basis of converting the shares of the subsidiary into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All of the assets of the subsidiary are to be transferred to the parent in exchange for the cancellation of the parent's 100% stock ownership of the subsidiary.

Fourth:

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable - the parent corporation is to be the surviving corporation.

Fifth:

If applicable, shareholders of the subsidiary corporation, who, except for the applicability of section 607.1104, F.S., would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.


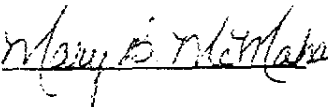

Not applicable - all shareholders of both corporations have approved and signed this Plan of Merger below.

Sixth:

Other provisions relating to the merger are as follows:

Articles of Merger are to be filed with Florida Department of State as soon as possible, but the parties agree that for their internal accounting purposes, the effective date of the merger is to be October 31, 2002.

Seventh: SIGNATURES OF ALL SHAREHOLDERS OF EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
RAM GROUP, INC.		Richard A. McMahan, Trustee, Shareholder
		Mary B. McMahan, Trustee, Shareholder
TRICORP, INC.		RAM GROUP, INC., Sole Shareholder, by Richard A. McMahan, President