

A94000001635

THOMPSON
GROUP

April 14, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301


700003215697--1
-04/20/00-01013-001
***\$105.00 ***\$105.00

Re: Articles of Merger of Partnership
Gulfcoast Partners, Ltd./Southeastern Funding Partners, Ltd.

Dear Sir/Madam:

Enclosed please find (i) Articles of Merger of Partnership, (ii) State of Qualification and (iii) a check in the amount of \$105.00 made out in favor of the Secretary of State. Please file the Articles of Merger first.

Sincerely



C. Frederick Thompson

FILED
APR 20 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

CFT/jld

First Union Bank Building
104 N. Main Street
Suite 300
Gainesville, Florida 32601
Telephone: 904/378-4814
Facsimile: 904/335-2905

A94-1635

Name	CF
Availability	5/1
Document	CF
Examination	CF
Indexing	CF
Modifying	CF
Verifying	CF
Acknowledgment	CF
W. P. Verity	CF

ARTICLES OF MERGER OF PARTNERSHIPS

These Articles of Merger of Partnerships are intended to comply with the provisions of Florida Statutes section 620.203 (1999).

C. Frederick Thompson, as the President of and on behalf of THOMPSON PROPERTY MANAGEMENT CORPORATION, a Florida corporation, hereby states that:

1. THOMPSON PROPERTY MANAGEMENT CORPORATION is the sole general partner of the following Florida limited partnership:

GULFCOAST PARTNERS, LTD. A95-1601

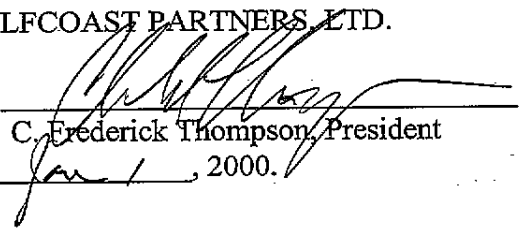
2. Said limited partnership is merging into SOUTHEASTERN FUNDING PARTNERS, LTD. pursuant to the plan of merger attached hereto as Exhibit A. A94-1635

3. The plan of merger was approved by the partnership which is a party of the plan of merger in accordance with the applicable provisions of chapter 620 of the Florida Statutes (1999).

4. The written consent of each person who, as a result of the merger, becomes a general partner of the surviving entity has been obtained pursuant to Florida Statutes section 620.202(2).

5. The merger shall be effective upon the filing of these Articles of Merger by the Secretary of State of Florida.

THOMPSON PROPERTY MANAGEMENT CORPORATION, as sole general partner of and on behalf of:
GULFCOAST PARTNERS, LTD.

By: 
C. Frederick Thompson, President
_____, 2000.

FILED
00 APR 20 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

PLAN OF MERGER OF PARTNERSHIP

This Plan of Merger is intended to comply with the provisions of Florida Statutes section 620.201 (1999):

1. The following partnership, which is a domestic limited partnership organized under Florida law, intends to merge
GULFCOAST PARTNERS, LTD.

2. SOUTHEASTERN FUNDING PARTNERS, LTD. shall be the surviving entity.

3. The merger shall take place upon filing of the Articles of Merger by the Secretary of State of Florida.

4. Since the interest in the partnership involved in the merger is already held by the same persons in the same ratios, the manner and basis of converting partnership interest of the partnership that is a party to the merger into partnership interests of the surviving entity shall simply be that the partnership interest of the partner of the partnership which is merging into the surviving entity will terminate at the time of the merger. There are no outstanding rights to acquire partnership interests.

5. The name and address of the sole general partner of the surviving entity is THOMPSON PROPERTY MANAGEMENT CORPORATION, a Florida corporation, whose address is 104 N. Main Street, Suite 300 Gainesville, Florida 32601.

6. The partnership agreement of the surviving entity shall not be affected by the merger.

FILED
00 APR 20 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GULFCOAST PARTNERS, LTD., a Florida entity, A95000001601

,

into

SOUTHEASTERN FUNDING PARTNERS, LTD., a Florida entity
A94000001635

File date: April 20, 2000

Corporate Specialist: Tammi Cline