

A95000001332

BUECHNER, HAFFER, O'CONNELL, MEYERS & HEALEY CO., L.P.A.
ATTORNEYS-AT LAW

ROBERT W. BUECHNER^{1,2}
GLORIA S. HAFFER¹
EDWARD M. O'CONNELL, JR.¹
ROBERT J. MEYERS
ROGER W. HEALEY
FRANCIS X. MARNELL^{1,3}
PETER E. KOENIG¹
STEPHEN B. HOFFSIS
DAVID R. VALZ¹
LAURIE M. HARMON

300 FOURTH & WALNUT CENTRE
105 EAST FOURTH STREET
CINCINNATI, OHIO 45202-4057
TELEPHONE (513) 579-1500
FACSIMILE (513) 977-4361

dvalz@bhomh.com

December 13, 2000

¹ ALSO ADMITTED IN KENTUCKY
² ALSO ADMITTED IN FLORIDA
³ ALSO ADMITTED IN INDIANA

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600003503176--8

-12/18/00--01026--001

****105.00 ****105.00

RE: The Joseph Stillpass Family Limited Partnership

Dear Sir or Madam:

Enclosed please find original Articles of Merger whereby the above referenced Florida limited partnership will be merged out of existence and into an Ohio limited partnership. Also enclosed, please find a check payable to the Florida Department of State in the amount of \$105 to cover the filing fee. Please forward evidence of this filing at your earliest opportunity.

Please ensure that this merger receives a file date of December 14, 2000.

In the meantime, please feel free to contact the undersigned collect with any questions or concerns.

With best regards,

BUECHNER, HAFFER, O'CONNELL,
MEYERS & HEALEY CO., L.P.A.


David R. Valz

00 DEC 18 PM 3:26

FILED

DRV/mjs

Enclosures

cc: Mr. Andrew J. Stillpass (w/encl.)
Larry Alter, CPA (w/encl.)

31565.1

42

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE JOSEPH STILLPASS FAMILY LIMITED PARTNERSHIP, a Florida entity,
A95000001332.

INTO

THE STILLPASS OHIO INVESTMENTS LIMITED PARTNERSHIP, an Ohio
entity not qualified in Florida.

File date: December 18, 2000

Corporate Specialist: Shawn Logan

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. The Joseph Stillpass Family Limited Partnership c/o Andrew J. Stillpass 7700 Rock Hill Lane Cincinnati, Ohio 45243	Florida	Limited Partnership
Florida Document/Registration Number: A95000001332		FEI Number: 65-0595965
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

FILED
00 DEC 18 PM 3:26
TALLAHASSEE, FLORIDA

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Stillpass Ohio Investments Limited Partnership c/o Andrew J. Stillpass 7700 Rock Hill Lane Cincinnati, Ohio 45243	Ohio	Limited Partnership
Florida Document/Registration Number: <u>Ohio 1195233</u>		FEI Number: <u>31-1741607</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and 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.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity 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 each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, 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 section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: 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.

FILED
00 DEC 13 PM 3: 26
FBI - CINCINNATI

The date the Articles of Merger are filed with Florida Department of State

N/A

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

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations	Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

FILED
00 DEC 18 PM 3:26
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Joseph Stillpass Family Limited Partnership	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Stillpass Ohio Investments Limited Partnership	Ohio

THIRD: The terms and conditions of the merger are as follows:

Please see attached Merger Agreement.

FILED
00 DEC 18 PM 3:26
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each 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:

All interests shall be converted on a 1 for 1 basis, as per the attached Merger Agreement.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable.

(Attach additional sheet(s) if necessary)

FILED
00 DEC 18 PM 3:26
TALLAHASSEE, FLORIDA

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

Name(s) and Address(es) of General Partner(s)

Andrew J. Stillpass, General Partner
7700 Rock Hill Lane
Cincinnati, OH 45243

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Not Applicable.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Please see attached Merger Agreement.

EIGHTH: Other provisions, if any, relating to the merger:

None

FILED
00 DEC 18 PM 3:26
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

AGREEMENT OF MERGER

THIS AGREEMENT of Merger (the "Merger Agreement") is made as of December 5, 2000, by and between The Joseph Stillpass Family Limited Partnership, a Florida limited partnership (the "Florida LP"), and The Stillpass Ohio Investments Limited Partnership, an Ohio limited partnership (the "Ohio LP").

WHEREAS, Ohio LP is a limited partnership organized under the laws of the State of Ohio on December 4, 2000, and identified by Ohio Charter Number 1195233.

WHEREAS, Florida LP is a limited partnership organized under the laws of the State of Florida on January 4, 1996, and identified by Florida Document Number A95000001332.

WHEREAS, Florida LP and Ohio LP desire that Florida LP be forever merged into Ohio LP.

NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:

1. The Florida LP is hereby forever merged into the Ohio LP, and the Ohio LP shall be the sole surviving entity.
2. The Florida LP shall hereby cease to exist except to the extent that its continued existence and the authority of a general partner is required to execute any documents or perform any acts necessary to effectuate the terms and provisions of this Merger Agreement.
3. The Ohio LP shall continue to operate and be managed pursuant to its Limited Partnership Agreement, as in effect immediately prior to the execution hereof.
4. Upon the execution of this Merger Agreement, all partners in the Florida LP will have proportionate ownership interests in the Ohio LP.
5. The Florida LP and the Ohio LP hereby certify that all partners of each entity have been provided with a copy of and have been given notice of this Merger Agreement, and that all partners of the Florida LP and the Ohio LP have approved this Merger Agreement by unanimous written consent.
6. The effective date of this Merger Agreement shall be the date of filing with the Ohio Secretary of State and the Florida Secretary of State.
7. The Ohio LP, as the surviving entity, hereby consents that it may be sued and served with process in the State of Florida and hereby appoints the Florida Secretary of State to accept service of process in any proceeding in Florida to enforce against the Ohio LP any obligation of the Florida LP, or to enforce the rights of a partner of the Florida LP. Pursuant to the Articles of Merger filed with the Florida Secretary of State, the Florida Secretary of State shall forward any such service of process to the Ohio LP's registered agent in Ohio.

8. This Merger Agreement is made under and shall be governed pursuant to the laws of the State of Ohio, except that Florida law shall govern only to the extent so required to ensure compliance therewith in connection with the merger contemplated hereby.

IN WITNESS WHEREOF, the Florida LP and the Ohio LP have caused this Merger Agreement to be executed by their duly authorized representatives as of the date first referenced above.

FLORIDA LP: THE JOSEPH STILLPASS FAMILY
LIMITED PARTNERSHIP

By: Andrew Stillpass, General Partner
Andrew J. Stillpass, General Partner

OHIO LP: THE STILLPASS OHIO INVESTMENTS
LIMITED PARTNERSHIP

By: Andrew Stillpass, General Partner
Andrew J. Stillpass, General Partner

FILED
00 DEC 18 PM 3:26
TALLAHASSEE, FLORIDA