



THE UNITED STATES
CORPORATION
COMPANY

A95000001968

ACCOUNT NO. : 072100000032

REFERENCE : 934993 4305389

AUTHORIZATION :

COST LIMIT :

Patricia Pujot

ORDER DATE : December 15, 2000

\$105.00

ORDER TIME : 3:05 PM

ORDER NO. : 934993-010

CUSTOMER NO: 4305389

800003504708--5

CUSTOMER: Ms. Karen L. Grohbrugge
Drinker Biddle & Shanley LLP
500 Campus Drive

Florham Park, NJ 07932-1047

ARTICLES OF MERGER

9 with

FILED
00 DEC 18 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

O'NEILL ASSET PARTNERS, L.P.

INTO

O'NEILL ASSET PARTNERS, L.P.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

BW 12/14

FILED
2000 DEC 18 4:03 PM
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

O'NEILL ASSET PARTNERS, LTD., A FLORIDA L.P., (A95000001968)

INTO

O'NEILL ASSET PARTNERS, L.P., entity not qualified in Florida.

File date: December 18, 2000

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 105.00

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. <u>O'Neill Asset Partners, Ltd.</u> <u>c/o Donald E. O'Neill</u> <u>45 Dove Plum Road</u> <u>Vero Beach, Florida 32963</u>	<u>Florida</u>	<u>limited</u> <u>partnership</u>
Florida Document/Registration Number: <u>A95000001968</u>		FEI Number: <u>65-0629113</u>
2. <u>O'Neill Asset Partners, L.P.</u> <u>c/o Shelley Lane</u> <u>983 Park Avenue, Apt. 11-B</u> <u>New York, New York 10028</u>	<u>Delaware</u>	<u>limited</u> <u>partnership</u>
Florida Document/Registration Number: _____		FEI Number: <u>65-0629113</u>
3. _____ _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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

Name and Street Address

O'Neill Asset Partners, L.P.

c/o Shelley Lane

983 Park Avenue, Apt. 11-B

New York, New York 10028

Jurisdiction

Delaware

Entity Type

limited
partnership

Florida Document/Registration Number: _____

FEI Number: 65-0629113

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.

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TALLAHASSEE, FLORIDA

OR

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)

PLAN OF MERGER
OF
O'NEILL ASSET PARTNERS, LTD.

A Florida limited partnership

WITH and INTO

O'NEILL ASSET PARTNERS, L.P.

A Delaware limited partnership

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00 DEC 18 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 608.202, 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>
O'Neill Asset Partners, Ltd.	Florida
O'Neill Asset Partners, L.P.	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
O'Neill Asset Partners, L.P.	Delaware

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

O'Neill Asset Partners, L.P., a Delaware limited partnership (the "Surviving Partnership") shall be the surviving business entity and the identity, existence, rights, privileges, powers, immunities and purposes of the Surviving Partnership shall continue unaffected and unimpaired by the merger, and the rights, privileges, powers, immunities, purposes of O'Neill Asset Partners, Ltd., a Florida limited partnership (the "Disappearing Partnership"), to the extent consistent with the Certificate of Limited Partnership of the Surviving Partnership, shall be merged into the Surviving Partnership and the Surviving Partnership shall, as the surviving

business entity, be fully vested therewith and shall thereupon and thereafter be the possessor thereof. The existence of the Disappearing Partnership shall cease as of the Effective Date of the Merger.

The Certificate of Limited Partnership of the Surviving Partnership shall remain in full force and effect. The General Partners and the Limited Partners of the Disappearing Partnership, upon the effective date of the merger, shall continue as the General Partners and Limited Partners of the Surviving Partnership pursuant to the terms and conditions of the Agreement of Limited Partnership of the Disappearing Partnership, which Agreement of Limited Partnership shall become the Agreement of Limited Partnership of the Surviving Partnership.

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 property, real, personal and mixed, and all debts due on whatever account, including subscriptions for ownership interests, and all other choses in action, and all and every other interest, of or belonging to or due to the Surviving Partnership and the Disappearing Partnership, respectively, shall be taken and deemed to be transferred to and vested in the Surviving Partnership as the surviving business entity without further act or deed.

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 shall be in accordance with the Agreement of Limited Partnership of the Surviving Partnership.

FIFTH: The names and addresses of the general partners of the Surviving Partnership are as follows:

Donald E. O'Neill
45 Dove Plum Road
Vero Beach, FL 32963

Violet E. O'Neill
45 Dove Plum Road
Vero Beach, FL 32963

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00 DEC 18 PM 1:00
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TALLAHASSEE, FLORIDA

SIXTH: In addition to the statements made in this Plan of Merger, the following statements are required pursuant to Chapter 17, Delaware Code Annotated:

1. The Plan of Merger is on file at the place of business of the Surviving Partnership having an address of O'Neill Asset Partners, L.P., a Delaware Limited Partnership, L.P. c/o Shelly Lane, 983 Park Avenue, Apt. 11B, New York, NY 10028.

2. A copy of the Plan of Merger will be furnished by the Surviving Partnership, on request and without cost, to any partner or any domestic limited partnership, or any person holding an interest in any other business entity of either the surviving domestic limited partnership, or the Disappearing Partnership.

SEVENTH: The effective date of the merger shall be the date of filing (the "Effective Date") with the Florida Secretary of State. The General Partners of the Disappearing Partnership and of the Surviving Partnership, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or 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 Plan of Merger of the merger provided herein.

IN WITNESS WHEREOF, the Partners have executed this Agreement and Plan of

Merger on this 15th day of December 2000.

O'NEILL ASSET PARTNERS, LTD.

A Florida limited partnership

Donald E. O'Neill

Donald E. O'Neill, General Partner

O'NEILL ASSET PARTNERS, LTD.

A Florida limited partnership

Violet E. O'Neill

Violet E. O'Neill, General Partner

O'NEILL ASSET PARTNERS, L.P.

A Delaware limited partnership

Donald E. O'Neill

Donald E. O'Neill, General Partner

Violet E. O'Neill

Violet E. O'Neill, General Partner

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TALLAHASSEE, FLORIDA