

FROM: HILL, WARD & HENDERSON

(MON) 12/29/97 16:10/ST. 16:02/NOV 120 294339 P 1

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FLORIDA DIVISION OF CORPORATIONS

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FROM: HILL, WARD & HENDERSON, P.A. II

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NAME: WOOLEY PROPERTIES, LTD.

AUDIT NUMBER.....H97000021272

DOC TYPE.....VOLUNTARY CANCELLATION OF LP

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Pages - 7

Client # 2529-1.

FROM HILL WARD HENDERSON
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**CERTIFICATE OF CANCELLATION
FOR
WOOLEY PROPERTIES, LTD., a Florida limited partnership**

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on March 25, 1996, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation:

Pursuant to Plan and Articles of Merger, a copy of which is attached hereto, WOOLEY PROPERTIES, LTD, a Florida limited partnership, was merged into WOOLEY PROPERTIES, LTD., a Nevada limited partnership.

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

THIRD: Signatures of all general partners:

WOOLEY PROPERTIES GP, INC.,
a Florida corporation

By: 
Jeffrey I. Wooley, President

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Prepared by: Stephen B. Strake II, Esq.
Hill, Ward & Henderson, P.A.
Post Office Box 2231, Tampa, Florida 33602
(813) 221-3900
Florida Bar No. 060070

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**EXHIBIT TO CERTIFICATE OF CANCELLATION
FOR
WOOLEY PROPERTIES, LTD., a Florida limited partnership
PLAN AND ARTICLES OF MERGER**

THIS PLAN AND ARTICLES OF MERGER, entered into as of the 22nd day of December, 1997, by and between WOOLEY PROPERTIES, LTD., a Nevada limited partnership ("Surviving Limited Partnership"), and WOOLEY PROPERTIES, LTD., a Florida limited partnership ("Merged Limited Partnership").

WITNESSETH:

WHEREAS, the parties wish to change the place of organization of the Merged Limited Partnership through a reorganization described in Chapter 92A of the Nevada Revised Statutes by effecting a statutory merger with the Surviving Limited Partnership;

WHEREAS, the partners of each of the parties hereto deem it advisable and in the best interest of the parties hereto and their respective partners that Merged Limited Partnership should be merged into Surviving Limited Partnership, and that Surviving Limited Partnership merge Merged Limited Partnership into itself, pursuant to the terms and conditions hereinafter set forth and in the manner prescribed by the laws of the State of Nevada;

WHEREAS, Surviving Limited Partnership filed its Certificate of Limited Partnership in the office of the Secretary of State of Nevada on December 12, 1997;

WHEREAS, Merged Limited Partnership filed its Certificate of Limited Partnership in the office of the Secretary of State of Florida on March 25, 1996;

NOW, THEREFORE, the parties hereto agree to this Plan and Articles of Merger, whereby Merged Limited Partnership is merged into Surviving Limited Partnership, and Surviving Limited Partnership merges Merged Limited Partnership into itself, in the manner prescribed by the laws of the State of Nevada, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

ARTICLE I

Merged Limited Partnership shall be and is hereby merged into Surviving Limited Partnership, and Surviving Limited Partnership shall and does hereby merge Merged Limited Partnership into itself. Surviving Limited Partnership shall continue to be governed by the laws of the State of Nevada.

ARTICLE II

The Certificate of Limited Partnership of Surviving Limited Partnership shall remain in effect unchanged as a result of this merger.

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ARTICLE III

The manner of converting the outstanding partnership interests of the Merged Limited Partnership into the partnership interests of Surviving Limited Partnership shall be as follows:

(a) Inasmuch as the partners of Surviving Limited Partnership own one hundred percent (100%) of the partnership interests of Merged Limited Partnership in the same proportions and in the same capacity (i.e., as general partner or limited partner) as their ownership of Surviving Limited Partnership, each partnership interest of Merged Limited Partnership shall, as a result of the merger, and without any further action on the part of the parties hereto or their partners, automatically be deemed canceled, and shall not thereafter be deemed issued, outstanding or existing in any way or manner; and

(b) Each partnership interest of Surviving Limited Partnership existing on the effective date of the merger hereof shall continue and remain unchanged as the same partnership interest of Surviving Limited Partnership.

ARTICLE IV

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Until altered, amended or repealed as therein provided, the Limited Partnership Agreement of Surviving Limited Partnership as shall exist on the effective date of this Plan and Articles of Merger shall be the Limited Partnership Agreement of Surviving Limited Partnership after the effective date of this Plan and Articles of Merger.

(b) Surviving Limited Partnership shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.

(c) Neither Surviving Limited Partnership nor Merged Limited Partnership shall issue or sell or issue rights to subscribe to any partnership interests, or shall make distributions on its partnership interests prior to the effective date of the merger.

(d) Neither Surviving Limited Partnership nor Merged Limited Partnership shall incur, prior to the effective date of the merger, any obligations not within the express contemplation of this Plan and Articles of Merger, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor shall they dispose of any material portion of their respective businesses or properties.

(e) Upon the effective date of this merger, the separate existence of Merged Limited Partnership shall cease, and Merged Limited Partnership shall be merged into

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Surviving Limited Partnership, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Limited Partnership shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of Surviving Limited Partnership and Merged Limited Partnership, and shall have all of the rights, privileges, powers and franchises of Surviving Limited Partnership and Merged Limited Partnership; and all property, real, personal and mixed, and all debts due to Surviving Limited Partnership and Merged Limited Partnership shall be vested in Surviving Limited Partnership, and all property, rights and privileges, powers and franchises of Surviving Limited Partnership and Merged Limited Partnership and all and every other interest of them shall be thereafter as effectually the property of Surviving Limited Partnership as they were of Surviving Limited Partnership and Merged Limited Partnership; and the title to any real estate, whether by deed or otherwise, vested in the Surviving Limited Partnership and Merged Limited Partnership shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Surviving Limited Partnership and Merged Limited Partnership shall be preserved unimpaired; and all debts, liabilities and duties of Merged Limited Partnership shall thenceforth attach to Surviving Limited Partnership and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Limited Partnership shall cause a copy of this Plan and Articles of Merger to be filed in the office of the official who is the recording officer of each County in the States of Nevada or Florida in which real property, if any, of Merged Limited Partnership is situated.

(f) If, at any time, Surviving Limited Partnership shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Limited Partnership, according to the terms hereof, the title to any property or rights of Merged Limited Partnership, the proper representatives of Merged Limited Partnership shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Limited Partnership, and otherwise to carry out the purposes of this Plan and Articles of Merger.

ARTICLE V

Surviving Limited Partnership shall have the right to amend, alter, change or repeal any provisions contained in this Plan and Articles of Merger, or in the Limited Partnership Agreement, in the manner now and hereafter prescribed by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VI

(a) This Plan and Articles of Merger was approved by the partners of Surviving Limited Partnership on December 22, 1997, by Action by Written Consent.

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TALLAHASSEE, FLORIDA

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(b) This Plan and Articles of Merger was approved by the partners of Merged Limited Partnership on December 22, 1997, by Action by Written Consent.

ARTICLE VII

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

ARTICLE VIII


The date of the merger contemplated by this Plan and Articles of Merger shall be December 23, 1997, at 11:59 P. M.

* * *

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Articles of Merger to be executed by the general partner of each of them.

WOOLEY PROPERTIES, LTD., a Nevada limited partnership

ATTEST:

By: 
Monte L. Miller, Assistant Secretary

(Corporate Seal)


By: WOOLEY PROPERTIES GP, INC., a Nevada corporation, its sole general partner

By: 
Christine A. Wooley, President

"Surviving Limited Partnership"


WOOLEY PROPERTIES, LTD., a Florida limited partnership

ATTEST:

By: 
Jeffrey I. Wooley, Secretary

(Corporate Seal)

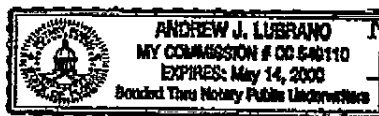
By: WOOLEY PROPERTIES GP, INC., a Florida corporation, its sole general partner

By: 
Jeffrey I. Wooley, President

"Merged Limited Partnership"

STATE OF New Jersey
COUNTY OF Bergen

The foregoing instrument was acknowledged before me this 19th day of December, 1997, by Christine A. Wooley, as President of WOOLEY PROPERTIES GP, INC., a Nevada corporation, the general partner of WOOLEY PROPERTIES, LTD., a Nevada Limited Partnership, on behalf of the Limited Partnership. She is personally known to me ~~or has produced~~ as identification.



Andrew J. Lubrano
Notary Public
(Print, Type or Stamp Name)

My Commission Expires:

STATE OF New Jersey
COUNTY OF Bergen

The foregoing instrument was acknowledged before me this 19th day of December, 1997, by Jeffrey I. Wooley, as President of WOOLEY PROPERTIES GP, INC., a Florida corporation, the general partner of WOOLEY PROPERTIES, LTD., a Florida Limited Partnership, on behalf of the Limited Partnership. He is personally known to me ~~or has produced~~ as identification.



Andrew J. Lubrano
Notary Public
(Print, Type or Stamp Name)

My Commission Expires:

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