

A97000001584

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000027178 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

MERGER OR SHARE EXCHANGE**EPNG BUILDING II, LTD.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$157.50

Electronic Filing Menu**Corporate Filing****Public Access Help**

JB
2-10-04

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>EPNG Land II, Ltd.</u>	<u>Florida</u>	<u>limited partnership</u>
<u>2295 Corporate Blvd. N.W.</u>		
<u>Suite 222</u>		
<u>Boca Raton, Florida 33431</u>		
Florida Document/Registration Number: <u>A97000001585</u>		FEI Number: <u>65-0777615</u>
2. <u>Nort LP II, Ltd.</u>	<u>Florida</u>	<u>limited partnership</u>
<u>2295 Corporate Blvd. N.W.</u>		
<u>Suite 222</u>		
<u>Boca Raton, Florida 33431</u>		
Florida Document/Registration Number: <u>A97000001586</u>		FEI Number: <u>65-0777612</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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EPNG Building II, Ltd.	Florida	limited partnership
2295 Corporate Blvd. N.W.		
Suite 222		
Boca Raton, Florida 33431		
Florida Document/Registration Number: <u>A97000001584</u>		FBI Number: <u>65-0777613</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.

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>
EPNG Land II, Ltd.	Florida
Nort LP II, Ltd.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
EPNG Building II, Ltd.	Florida

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

The merging entities shall merge into the surviving entity and terminate their separate existence on the date the Article of Merger are filed with the Florida Department of State. All of the assets and liabilities of the merging entities shall be merged with and become the assets and liabilities of the surviving entity. The corporate general partner of the surviving entity shall continue as the sole general partner of the surviving entity.

(Attach additional sheet(s) if necessary)

04 FEB - 6 11 3:21

FILED

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: The limited partnership interests of the merged entities shall be converted to limited partnership shares of the surviving entity on the basis of overall net fair market of the combined assets. The corporate general partner of each merging entity shall be merged, by separate articles of merger, into the corporate general partner of the surviving entity and the general partner of the surviving entity shall have a one percent general partnership interest in the surviving entity.

- 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:

There are no outstanding rights to acquire interests in any of the constituent entities.

(Attach additional sheet(s) if necessary)

04 FEB -6 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
FEB 6 2004

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)

G-P RB Building II, Inc.
2295 Corporate Blvd. N.W.
Suite 222
Boca Raton, Florida 33431

If General Partner is a Non-Individual,
Florida Document/Registration Number

P97000061707

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing members 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:

Not Applicable

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

None

(Attach additional sheet(s) if necessary)

04 FEB -6 10:32
SECRETARY
TALLAHASSEE FL 32301

PROCESSED
AND
FILED