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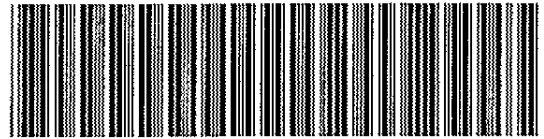
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TALLAHASSEE, FLORIDA

J. BRYAN JAN 8 2003

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December 31, 2002

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TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: SLDB Partners Limited and SLDB GA Partners, LLLP; Our File Number
6092.4501

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Merger of the above entities
and a check for \$105.00 as the filing fee.

Please file the original according to your usual practice and return the copy to me
in the enclosed envelope. Thank you for your assistance in this matter.

Very truly yours,

KITCHENS KELLEY GAYNES, P.C.



Millicent E. Ferguson
Paralegal

/mef
Enclosures

ARTICLES OF MERGER

I.

The constituent entities are **SLDB GA PARTNERS LIMITED PARTNERSHIP**, a Georgia limited partnership ("SLDB GA") (incorrectly identified on the Georgia Secretary of State's records as "SLDB GA Parnters Limited Partnership"), and **SLDB PARTNERS LIMITED**, a Florida limited partnership ("SLDB").

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II.

The Plan of Merger is attached hereto and was approved by each domestic partnership that is a party to the merger in accordance with the applicable provisions of Chapter 620 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"). The written consent of each person who, as a result of the merger, becomes a general partner of the surviving partnership has been obtained pursuant to Section 620.202(2).

III.

The Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of the state under which it is formed.

IV.

The effective date of the merger shall be January 2, 2003.

V.

SLDB GA is the surviving partnership. The principal office of the surviving partnership is 6085 Lake Forrest Drive, Suite 300-D, Atlanta, Georgia 30328. The surviving partnership is deemed to have appointed the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting partners of each Florida limited partnership that is a party to this merger.

VI.

The surviving partnership has agreed to promptly pay to the dissenting partners of each Florida limited partnership that is a party to the merger the amount, if any, to which they are entitled under Florida Statute Annotated ' 620.205.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be duly signed and sealed as of 15th day of December, 2002.

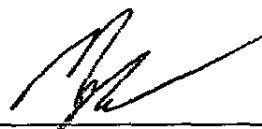
SLDB GA PARTNERS LIMITED PARTNERSHIP,
a Georgia limited partnership

By: HFP Holdings, Inc., a Florida corporation, its
general partner

By: 
Mark O. Hackner, President

SLDB PARTNERS LIMITED,
a Florida limited partnership

By: HFP Holdings, Inc., a Florida corporation, its
general partner

By: 
Mark O. Hackner, President

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PLAN OF MERGER AND ELECTION

This Plan of Merger and Election (the "Plan") is made and entered into as of the 15th day of December, 2002 by and among **SLDB GA PARTNERS LIMITED PARTNERSHIP**, a Georgia limited partnership ("SLDB GA"), and **SLDB PARTNERS LIMITED**, a Florida limited partnership ("SLDB").

WITNESSETH:

WHEREAS, SLDB and SLDB GA (the "Constituent Partnerships") are ultimately owned by the same beneficial owners;

WHEREAS, the laws of the State of Georgia and the State of Florida permit a merger of the Constituent Partnerships;

WHEREAS, it would be in the best interests of the Constituent Partnerships and the respective partners of each to have both partnerships merge in accordance with this Plan, with SLDB GA being the resulting partnership;

WHEREAS, it would also be in the best interests of the Constituent Partnerships and the respective partners of each to have the resulting partnership elect to become a limited liability limited partnership;

WHEREAS, the partners of each Constituent Partnership have determined that it is advisable and for the benefit of the partners and each of the Constituent Partnerships to merge and to become a limited liability limited partnership, all on the terms and conditions set forth in this Plan;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises, and covenants contained herein, it is agreed by and among the parties, subject to the conditions hereinafter set forth and in accordance with the Georgia Revised Uniform Limited Partnership Act, that SLDB shall be and hereby is, at the Effective Date (as hereinafter defined), merged with and into SLDB GA (with SLDB GA subsequent to such merger being referred to in this Plan as the "Resulting Partnership"), with Resulting Partnership electing limited liability limited partnership status and continuing thereafter under the name "SLDB Partners, LLLP," and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, the manner of converting partnership interests, and other matters related to the merger are and shall be as follows:

Section 1 Merger and Effective Date

1.1. Effective as of January 2, 2003 (the "Effective Date"), SLDB shall be merged with and into SLDB GA, and SLDB GA shall continue in existence and the merger shall in

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all respects have the effect provided for in Section 14-9-206.1 of the Georgia Revised Limited Partnership Act.

1.2. Without limiting the foregoing, on and after the Effective Date, the separate existence of SLDB GA shall cease and, in accordance with the terms of this Plan, the title to property owned by each of the Constituent Partnerships shall be vested in the Resulting Partnership without reversion or impairment; the Resulting Partnership shall have all liabilities of each of the Constituent Partnerships; and any proceeding pending against any Constituent Partnership may be continued as if the merger did not occur or the Resulting Partnership may be substituted in its place.

1.3. Prior to and from and after the Effective Date, the Constituent Partnerships and their respective partners shall take all such action as shall be necessary or appropriate in order to effectuate the merger or otherwise to carry out the purposes of this Plan.

Section 2

Terms of Transaction

Upon the Effective Date:

(a) The partnership interests and rights to acquire partnership interests of either Constituent Partnership that exist immediately before the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted into a partnership interest or right to acquire a partnership interest in Resulting Partnership such that the fair value of what a partner held immediately preceding the Effective Date equals what such partner holds on the Effective Date. At the time of this Plan, the beneficial owners of SLDB and SLDB GA are identical, so each partner's percentage interest in the Constituent Partnership will equal his or her percentage interest in the Resulting Partnership. Assuming the current partners of the Constituent Partnerships are the same on the Effective Date as on the date of this Plan, the partners of the Resulting Partnership on the Effective Date (and the address of the general partner) will be as follows:

Mark O. Hackner, as Trustee
of the Mark O. Hackner
Living Trust dated
March 24, 1995 : 1% general partnership interest;
6085 Lake Forrest Drive
Suite 300-D
Atlanta, Georgia 30328

Mark O. Hackner, as Trustee
of the Mark O. Hackner
Living Trust dated
March 24, 1995 : 1% limited partnership interest;

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David Hackner, a minor under Georgia law:	49% limited partnership interest, and
Stacy Hackner, a minor under Georgia law:	49% limited partnership interest.

(b) Effective on the date of the merger, the July 25, 1997 partnership agreement among the partners of SLDB will terminate, and the October 27, 1999 partnership agreement among the partners of SLDB will continue as the partnership agreement of the Resulting Partnership, except that such agreement will be amended to reflect the changes pursuant to this Plan.

Section 3

Certificate of Limited Partnership and LLLP Election

3.1. From and after the Effective Date, the Certificate of Limited Partnership of SLDB GA, as in effect at such date, shall be the Certificate of Limited Partnership of the Resulting Partnership and shall continue in effect until the same shall be altered, amended, or repealed as therein provided or as provided by law.

3.2. Effective concurrently with the merger, Resulting Partnership shall become a limited liability limited partnership pursuant to Section 14-9-206.2 of the Georgia Revised Uniform Limited Partnership Act and shall continue as a limited liability limited partnership until such election is properly revoked. The Certificates to be filed with the Georgia and Florida Secretaries of State are attached as Exhibits "A" and "B," respectively.

Section 4

Partner Approval

This Plan shall be submitted for approval to the partners of the Constituent Partnerships. If this Plan is duly authorized and adopted by the requisite vote or written consents of such partners and is not terminated and abandoned pursuant to the provisions of Section 5 hereof, this Plan shall be put into force as soon as practicable after the last approval by such partner. The general partners of the Constituent Partnerships are authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and of the merger herein provided for.

**Section 5
Termination**

At any time before the Effective Date, any Constituent Partnership may withdraw from this Plan upon the approval of all of such Constituent Partnership's general partners, notwithstanding any earlier approval by the partners of such entity.

**Section 6
Miscellaneous**

6.1. This Plan may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

6.2. This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Georgia without regard to that state's conflicts of law provisions.

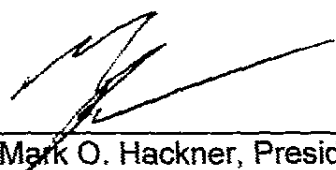
6.3 The recitals to this Plan are incorporated herein by reference.

IN WITNESS WHEREOF, each Constituent Partnership has caused this Plan to be executed under seal by their respective duly authorized general partner as of the date hereinabove first written.

SLDB GA PARTNERS LIMITED PARTNERSHIP
By: HFP Holdings, Inc., a Florida corporation,
its general partner

By: 
Mark O. Hackner, President

SLDB PARTNERS LIMITED
By: HFP Holdings, Inc., a Florida corporation,
its general partner

By: 
Mark O. Hackner, President

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