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10-15-2004 04:32pm From-GREENBERG TRAUIG
Division of Corporations

T-324 P 001/004 F-597

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MERGER OR SHARE EXCHANGE

PS BUILDINGS, LTD.

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382 and 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>MP PROPERTIES, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>4426 N. Orange Blossom Trail</u>		
<u>Orlando, FL 32804</u>		

Florida Document/Registration Number: L03000028938 FEI Number: 20-1612284

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2. <u>PS BUILDINGS, LTD.</u>	<u>Florida</u>	<u>Limited Partnership</u>
<u>4426 N. Orange Blossom Trail</u>		
<u>Orlando, FL 32804</u>		

Florida Document/Registration Number: A9700002216 FEI Number: 75-2728166

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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>
1. <u>PS BUILDINGS, LTD.</u>	<u>Florida</u>	<u>Limited Partnership</u>
<u>4426 N. Orange Blossom Trail</u>		
<u>Orlando, FL 32804</u>		

Florida Document/Registration Number: A9700002216 FEI Number: 75-2728166

THIRD: The attached Plan of Merger meets the requirements of Section 608.438 and 620.201, Florida Statutes, and was approved by each domestic limited liability company and limited partnership that is a party to the merger in accordance with Chapter 608 and 620, Florida Statutes. The written consent of the general partner of the surviving entity has been obtained in accordance with Section 620.203(b), Florida Statutes.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the agreement of any 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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FIFTH: The merger shall become effective as of the date these Articles of Merger are filed with Florida Department of State and for accounting presentation purposes, shall be treated as if the merger occurred on September 30, 2004.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SEVENTH: SIGNATURE(S) FOR EACH PARTY.

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
MP Properties, LLC		James W. Traweck, Manager
<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
PS Buildings, Ltd		James W. Traweck on behalf of Plang Partnership, Ltd., its General Partner

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PLAN OF MERGER

The following PLAN OF MERGER, which was adopted and approved by each party to the merger in accordance with Sections 608.4381 and 620.202, is being submitted in accordance with Section 608.438 and 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
MP PROPERTIES, LLC	a Florida limited liability company
PS BUILDINGS, LTD.	a Florida limited partnership

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

<u>Name</u>	<u>Jurisdiction</u>
PS BUILDINGS, LTD.	a Florida limited partnership

THIRD: Each interest of the disappearing limited liability company outstanding immediately prior to the effective date of the merger shall, at the effective date of the merger, represent on a pro rata basis, interests of the surviving limited partnership in the same proportions and on the same terms and conditions and each said interest of the disappearing limited liability at the effective date of the merger shall be cancelled.

FOURTH: Immediately prior to the effective date of the merger, no rights exist to acquire interests in the disappearing limited liability company; therefore, the manner and basis of converting said rights at the effective date of the merger is not applicable.

FIFTH: The general partner of the surviving domestic limited partnership, which has consented in writing to continuing to be the general partner of the surviving domestic limited partnership pursuant to Section 620.202(2)(a), Florida Statutes, is as follows:

<u>Name and Address of General Partner</u>	<u>Florida Document/Registration Number</u>
Plano Partnership, Ltd. 4426 N. Orange Blossom Trail Orlando, FL 32804	B97000000547

SIXTH: The merger shall become effective as of the date these Articles of Merger are filed with Florida Department of State and for accounting presentation purposes, shall be treated as if the merger occurred on September 30, 2004.

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