

A97000002641



ACCOUNT NO. : 072100000032

REFERENCE : 910714 9081A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
00 NOV 28 AM 9:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : November 28, 2000

ORDER TIME : 2:16 PM

ORDER NO. : 910714-005

CUSTOMER NO: 9081A

CUSTOMER: Ms. Laura G. Maclean
Maclean & Ema
2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

500003479015--9
-11/29/00--01003--002
*****105.00 *****105.00

ARTICLES OF MERGER

500003479015--9
-11/29/00--01003--003
*****52.50 *****52.50

ZOHLMAN, LTD.

INTO

ZOHLMAN FAMILY LIMITED
PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Bj
11/29

ARTICLES OF MERGER
Merger Sheet

MERGING:

ZOHLMAN, LTD., a Florida limited partnership, (A97000002641)

INTO

ZOHLMAN FAMILY LIMITED PARTNERSHIP. entity not qualified in Florida

File date: November 28, 2000

Corporate Specialist: Buck Kohr

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**ARTICLES OF MERGER OF
ZOHLMAN, LTD., a Florida Limited Partnership
INTO**

ZOHLMAN FAMILY LIMITED PARTNERSHIP, a Nevada Limited Partnership

Pursuant to Florida Statutes Section 620.203 and Nevada Revised Statutes Chapter 92A, the limited partnerships described herein, desiring to effect a merger, set forth the following facts:

(A) The name of the limited partnership surviving the merger is ZOHLMAN FAMILY LIMITED PARTNERSHIP, a foreign limited partnership registered under the laws of the State of Nevada on October 25, 2000.

(B) The name of the non-surviving limited partnership is ZOHLMAN, LTD., a Florida Limited Partnership which was registered under with the State of Florida on October 2, 1998.

(C) The name of the surviving entity has not been changed as a result of the merger.

(D) The Plan of Merger, containing the information required by Florida Statutes Section 620.202 and Nevada Revised Statutes Chapter 92A, and which has been adopted by the unanimous consent of the general and limited partners of each entity, is set forth in Exhibit A, which is attached hereto and made a part hereof.

(E) The effective date of the merger shall be the date of filing of the Articles of Merger with the State of Florida.

(F) The address of the surviving entity, ZOHLMAN FAMILY LIMITED PARTNERSHIP, is C/O Pat Boyle, 2390 High Terrace, Reno, Washoe County, Nevada 89509. Pat Boyle shall continue to serve as its agent for service of process under the laws of the State of Nevada.

(G) The address of the non-surviving entity, ZOHLMAN, LTD., is C/O Laura G. MacLean, MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.

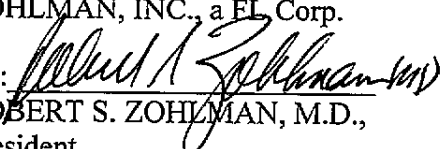
(G) There are no dissenting partners to the merger.

Dated this 13 day of November, 2000.

ZOHLMAN, LTD.

General Partner:

ZOHLMAN, INC., a FL Corp.

By: 
ROBERT S. ZOHLMAN, M.D.,
President

ZOHLMAN FAMILY
LIMITED PARTNERSHIP

General Partner:

ZOHLMAN, INC. a NV Corp.

By: 
ROBERT S. ZOHLMAN, M.D.,
President

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EXHIBIT A

**PLAN OF MERGER OF
ZOHLMAN, LTD., a Florida Limited Partnership
INTO**

ZOHLMAN FAMILY LIMITED PARTNERSHIP, a Nevada Limited Partnership

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Through the undersigned signatures of the all of the general and limited partners of Zohlman Ltd. and Zohlman Family Limited Partnership and in accordance with Florida Statutes Section 620.201, the following plan of merger is unanimously adopted:

(A) The name of the domestic limited partnership is ZOHLMAN, LTD., a Florida Limited Partnership, and the name of the foreign limited partnership into which the domestic limited partnership shall be merged is ZOHLMAN FAMILY LIMITED PARTNERSHIP, a Nevada Limited Partnership. ZOHLMAN FAMILY LIMITED PARTNERSHIP is hereby designated as the surviving entity.

(B) The terms and conditions of the merger are as follows:

(1) Zohlman, Ltd. shall dissolve and terminate as of December 1, 2000.

(2) Zohlman, Ltd. shall pay all of its debts and expenses of the limited partnership and transfer all of its remaining property to Zohlman Family Limited Partnership on or before December 31, 2000. The amount of contributions to Zohlman Family Limited Partnership made by Zohlman, Ltd. which shall consist solely of securities and cash shall be valued as of the close of business on the date the transfer occurs based upon a valuation statement prepared by A.G. Edwards, Inc. which shall also list individually the holdings assumed by the surviving entity.

(3) Zohlman, Inc., a Florida corporation, which serves as the corporate general partner of Zohlman, Ltd. shall transfer its 1% general partnership interest to Zohlman, Inc., a Nevada Corporation and shall cease to serve as general partner. It shall cease to perform any further business, shall file all required final tax returns and shall file any other documentation required by the State of Florida to terminate the corporation.

(4) Subsequently, Zohlman, Inc., a Nevada Corporation, which shall be transferred a 1% general partnership interest in the Zohlman Family Limited Partnership, a Nevada Limited Partnership, shall serve as the corporate general partner of the surviving entity.

(5) Upon completion of the transfers, Zohlman, Ltd. shall cease to perform any further business, shall file all required final tax returns and shall file any other documentation required by the State of Florida to terminate the limited partnership.

(6) Upon completion of the transfers, the general partner of the surviving entity shall assume full management and control of the transferred property of Zohlman, Ltd.

(C) The general and limited partnership ownership interests in Zohlman Family Limited Partnership, the surviving entity, are identical to that of Zohlman, Ltd., the merging entity. Thus, the interests of Zohlman, Ltd. shall be converted into the interests of Zohlman Family Limited Partnership on a pro-rata basis. The general partner of Zohlman, Inc. shall cease to serve as

general partner and Zohlman, Inc., a Nevada Corporation, shall be its replacement general partner and shall assume all rights and duties as general partner of the surviving entity.

(D) The name and business address of the general partner of the surviving entity is as follows:

Zohlman, Inc., a Nevada Corporation, General Partner
C/O Pat Boyle
2390 High Terrace
Reno, NV 89509.

(E)

(F) The merger shall be effective on the date of filing of the Articles of Merger with the State of Florida.

On Motion duly made, seconded, and unanimously agreed, the plan of merger is hereby adopted..

Dated this 13 day of November, 2000.

ZOHLMAN, LTD.

General Partner:

ZOHLMAN, INC., a FL Corp.

By: Robert S. Zohlman, M.D.
ROBERT S. ZOHLMAN, M.D.,
President

Limited Partners:

ZOHLMAN, INC., a FL Corp.

By: Robert S. Zohlman, M.D.
ROBERT S. ZOHLMAN, M.D.,
President

Robert S. Zohlman, M.D.
ROBERT S. ZOHLMAN, M.D.

Arthur Zohlman
ARTHUR ZOHLMAN

Scott Zohlman
SCOTT ZOHLMAN

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TALLAHASSEE, FLORIDA

ZOHLMAN FAMILY
LIMITED PARTNERSHIP

General Partner:

ZOHLMAN, INC. a NV Corp.

By: Robert S. Zohلمان M.D.
ROBERT S. ZOHLMAN, M.D.,
President

Limited Partners:

ZOHLMAN, INC., a NV Corp.

By: Robert S. Zohلمان M.D.
ROBERT S. ZOHLMAN, M.D.,
President

Robert S. Zohلمان M.D.
ROBERT S. ZOHLMAN, M.D.

Arthur Zohلمان
ARTHUR ZOHLMAN

Scott Zohلمان
SCOTT ZOHLMAN

ZOHLMAN INC., a FL Corp.

Robert S. Zohلمان M.D.
ROBERT S. ZOHLMAN, M.D.

Arthur Zohلمان
ARTHUR ZOHLMAN

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