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ACCOUNT NO. : 072100000032

REFERENCE : 876316 81491A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 105.00

ORDER DATE : December 31, 2002

ORDER TIME : 11:12 AM

ORDER NO. : 876316-005

CUSTOMER NO: 81491A

CUSTOMER: Patrick M. Whitehead, Esq
Jones Foster Johnston & Stubbs
505 South Flagler Drive
Suite 1100
West Palm Beach, FL 33401

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ARTICLES OF MERGER

PEACHBLOW PARTNERS, LTD.

INTO

PEACHBLOW PARTNERS, L.P.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

PEACHBLOW PARTNERS, LTD. a Florida entity A95000002906

INTO

PEACHBLOW PARTNERS, L.P., a Nevada entity not qualified in Florida.

File date: December 31, 2002

Corporate Specialist: Lee Rivers

Account number: 072100000032

Amount charged: 102.50

ARTICLES OF MERGER

OF

**PEACHBLOW PARTNERS, LTD.,
a Florida Limited Partnership**

A97-2906

INTO

**PEACHBLOW PARTNERS, L.P.,
a Nevada Limited Partnership**

Pursuant to F.S. 620.203, PEACHBLOW PARTNERS, L.P., a Nevada Limited Partnership, delivers these Articles of Merger to the Department of State of the State of Florida and says:

1. The plan of merger is titled Conversion Plan for Peachblow Partners, Ltd. and is attached as Exhibit "A". An executed copy of Articles of Conversion as filed in the office of the Department of State of Nevada is attached as Exhibit "B".
2. The Conversion Plan for Peachblow Partners, Ltd. was approved by PEACHBLOW PARTNERS, LTD., a Florida Limited Partnership, pursuant to the requirements of Chapter 620, F.S. by written consent of the sole general partner and all limited partners of PEACHBLOW PARTNERS, LTD.
3. The Conversion Plan for Peachblow Partners, Ltd. was approved by PEACHBLOW PARTNERS, L.P., a Nevada Limited Partnership, by written consent of each sole general partner and all limited partners.
4. Pursuant to F.S. 620.203(1)(f), the effective date of the merger shall be December 31, 2002, which is a date after the date of filing of the Articles of Conversion with the Department of State of the State of Nevada and on or after the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.
5. The surviving entity is PEACHBLOW PARTNERS, L.P., a Nevada Limited Partnership, which was formed under the laws of the State of Nevada and whose address is:

9505 Hillwood Drive, Suite 100
Las Vegas, Nevada 89134-0527

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6. PEACHBLOW PARTNERS, L.P., a Nevada Limited Partnership, has consents to the Secretary of State of the State of Florida acting as its agent for service of process in any proceeding to enforce any obligation or rights of dissenting partners of PEACHBLOW PARTNERS, LTD., a Florida Limited Partnership.
7. PEACHBLOW PARTNERS, L.P., a Nevada Limited Partnership, has agreed to promptly pay to any dissenting partners of PEACHBLOW PARTNERS, LTD. the amount, if any, to which such dissenting partners may be entitled under F.S. 620.205.
8. These Articles of Merger shall, as provided by F.S. 620.203(3) act as a Certificate of Cancellation for purposes of F.S. 620.113 and PEACHBLOW PARTNERS, LTD., a Florida Limited Partnership's Certificate of Limited Partner shall be cancelled effective December 31, 2002.
9. These Articles may be executed in one or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

(This space intentionally left blank, signature page follows)

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Date: 12-27-02

PEACHBLOW PARTNERS, LTD.,
A Florida Limited Partnership

By: John B. Higdon
JOHN B. HIGDON, General Partner

Date: _____

PEACHBLOW MANAGEMENT
CORPORATION

By: _____
ALICE H. PRATER, President

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Date: _____

PEACHBLOW PARTNERS, LTD.,
A Florida Limited Partnership

By: _____
JOHN B. HIGDON, General Partner

Date: 12/12/02

PEACHBLOW MANAGEMENT
CORPORATION

By: *Alice H. Prater*
ALICE H. PRATER, President

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EXHIBIT A

**CONVERSION PLAN FOR
PEACHBLOW PARTNERS, LTD.**

1. PARTIES

The parties to this plan are:

- 1.1 **Florida Limited Partnership:** PEACHBLOW PARTNERS, LTD., a Florida limited partnership. This is the original entity. The principal address for the Florida Limited Partnership is 210 W. King Street, Quincy, Florida 32351.
- 1.2 **Nevada Limited Partnership:** PEACHBLOW PARTNERS, L.P., a Nevada limited partnership. This is the acquiring and surviving entity. The principal address for the Nevada Limited Partnership is 9505 Hillwood Drive, Suite 100, Las Vegas, Nevada 89134-0527.
- 1.3 **Florida General Partner:** JOHN B. HIGDON, whose address is 210 W. King Street, Quincy, Florida 32351.
- 1.4 **Nevada General Partner:** PEACHBLOW MANAGEMENT CORPORATION, a Nevada corporation, whose principal address is 9505 Hillwood Drive, Suite 100, Las Vegas, Nevada 89134-0527.
- 1.5 **Limited Partners:** JOHN B. HIGDON, ALICE HIGDON PRATER, HIGDON WHITSON and MARY FLETCHER STEWART.
- 1.6 **Partners:** The Florida General Partner, the Nevada General Partner, and the Limited Partners.

2. RECITALS

The parties declare and agree that:

- 2.1 The Partners have decided to convert the Florida Limited Partnership into a Nevada Limited Partnership.
- 2.2 To effectuate this, the Partners have adopted a plan to exchange their interests in the Florida Limited Partnership for equivalent interests in the Nevada Limited Partnership.
- 2.3 As an additional element of the transaction, the individual Florida General Partner shall receive all of the issued and outstanding shares of the Nevada General Partner.
- 2.4 It is intended that the Florida Limited Partnership shall cease to exist, and the Nevada Limited Partnership shall be deemed a continuation of the same partnership, using the same federal tax identification number.

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3. CONVERSION PLAN

Pursuant to NRS Chapter 92A, and in consideration of the terms hereof, the undersigned parties hereby adopt this conversion plan and agree that:

- 3.1 The following steps shall be taken to effectuate the proposed conversion of the partnership from a Florida limited partnership to a Nevada limited partnership:
- (a) The Nevada General Partner and the Nevada Limited Partnership shall be formed under Nevada law.
 - (b) The Limited Partners shall transfer their interests in the Florida Limited Partnership to the Nevada Limited Partnership, in exchange for which they shall receive limited partnership interests in the Nevada Limited Partnership in identical proportion to their interests in the Florida Limited Partnership.
 - (c) The Florida General Partner shall transfer its general partnership interest in the Florida Limited Partnership to the Nevada General Partner, in exchange for which he shall receive 100 shares of the stock in the Nevada General Partner, representing all of the issued and outstanding stock thereof.
 - (d) The Nevada General Partner shall transfer to the Nevada Limited Partnership its general partner interest in the Florida Limited Partnership interest.
 - (e) As a complete liquidation of the Florida Limited Partnership, the Nevada Limited Partnership shall receive the assets and assume the liabilities of the Florida Limited Partnership.
- 3.2 The parties agree to take such steps as may be necessary to comply with the laws of the State of Florida with respect to the dissolution of the Florida Limited Partnership and with the laws of the State of Nevada with respect to the creation of the Nevada General Partner and Nevada Limited Partnership. Each party agrees to execute such additional documents as may be necessary to effectuate the plan provided for herein.
- 3.3 The articles of incorporation and bylaws of the Nevada General Partner are attached hereto and incorporated herein by this reference.
- 3.4 The limited partnership agreement for the Nevada Limited Partnership is attached hereto and incorporated herein by this reference.
- 3.5 The articles of conversion for this transaction are attached hereto and incorporated herein by this reference.

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- 3.6 This plan shall be binding on the parties when this agreement is signed by all of the Partners.
- 3.7 The conversion shall be effective when the Articles of Conversion have been filed and the provisions of NRS Chapter 95A have been complied with.

4. GENERAL PROVISIONS

- 4.1 This agreement shall be construed and enforced under Nevada law, except that Florida law will apply to matters dealing with the Florida Limited Partnership.
- 4.2 No party may assign its rights or delegate its duties hereunder without the written consent of the other party. Any attempt to do so shall be void ab initio.
- 4.3 This agreement constitutes the parties' entire agreement and supersedes any and all prior written or oral agreements or understandings and any and all oral or written representations which may have been made by any party to any other party. No modification to this agreement may be enforced unless it is signed by the party against whom it is to be enforced.

5. EXECUTION.

- 5.1 Separate copies of this agreement may be treated as separate "counterparts" of this agreement. References herein to this "plan" or to this "agreement" include all signed counterparts.
- 5.2 This agreement shall become effective when each Partner has signed this agreement or a counterpart hereof.


JOHN B. HIGDON

12-19-02
Date


ALICE HIGDON PRATER

12/20/02
Date


JULIA HIGDON WHITSON

12/23/02
Date


MARY FLETCHER STEWART

12/23/02
Date

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EXHIBIT B

ARTICLES OF CONVERSION

FOR

PEACHBLOW PARTNERS, L.P.

In compliance with NRS 92A, the undersigned General Partner has executed these Articles of Conversion certifying that a foreign limited partnership has been converted into a Nevada Limited Partnership.

1. **Conversion:** PEACHBLOW PARTNERS, LTD., a Florida limited partnership, has been converted into PEACHBLOW PARTNERS, L.P., a Nevada limited partnership.
2. **Name of Continuing Domestic Limited Partnership:** The name of the Nevada Limited Partnership is PEACHBLOW PARTNERS, L.P.
3. **Name of Foreign Limited Partnership:** The name of the Florida limited partnership is PEACHBLOW PARTNERS, LTD. This limited partnership is being dissolved.
4. **Adoption and Approval of Conversion Plan:** The undersigned declares that a plan of conversion has been adopted by the general partners of the two limited partnerships and by the limited partners holding a majority of the foreign limited partnership's capital and income interests. The entire plan of merger is on file at the records office address of PEACHBLOW PARTNERS, L.P., which is set forth in paragraph 7, below.
5. **Amendments to Certificate of Limited Partnership:** There are no amendments to the Certificate of Limited Partnership for PEACHBLOW PARTNERS, L.P.
6. **Agent:** The Nevada limited partnership's agent for service of process is The Rushforth Firm, Ltd., a Nevada professional corporation.
7. **Principal Office:** The street address of the records office, which is also the address of the agent and the partnership's principal executive office, is:

9505 Hillwood Drive, Suite 100
Las Vegas, Nevada 89134-0527.

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8. **General Partner:** The name and address of the sole general partner are as follows:


Name	Address
PEACHBLOW MANAGEMENT CORPORATION	9505 Hillwood Drive, Suite 100 Las Vegas, Nevada 89134

1. **Effective Date:** This Articles of Conversion shall be effective upon filing with the Nevada Secretary of State.

Date


JOHN B. HIGDON, General Partner,
PEACHBLOW PARTNERS, LTD.,
A Florida Limited Partnership

Date


ALICE H. PRATER, President
For PEACHBLOW MANAGEMENT
CORPORATION


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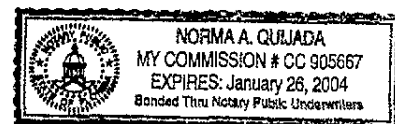
STATE OF Florida
COUNTY OF Eschen

ss.

On Dec. 19th 2002, before me, Norma Quijada, personally appeared JOHN B. HIGDON, as General Partner for PEACHBLOW PARTNERS, LTD., a Florida limited partnership, ☒ who is personally known to me -OR- ☐ who was proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the entity upon behalf of which he acted executed the instrument.

WITNESS my hand and official seal.


NOTARY PUBLIC



STATE OF Alabama }
COUNTY OF Jefferson } ss.

On Dec. 20, 2002, before me, Denise S. DeArman, personally appeared ALICE H. PRATER on behalf of PEACHBLOW MANAGEMENT CORPORATION, ☒ who is personally known to me -OR- ☐ who was proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the entity upon behalf of which he acted executed the instrument.

WITNESS my hand and official seal.

Denise S. DeArman
NOTARY PUBLIC
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: June 24, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS

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