



THE UNITED STATES
CORPORATION
COMPANY

A98000000637

ACCOUNT NO. : 072100000032

REFERENCE : 555577 4309406

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 105.00

EFFECTIVE DATE
12/31/01
FILED
01 DEC 28 PM 1:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : December 28, 2001

ORDER TIME : 10:58 AM

ORDER NO. : 555577-005

CUSTOMER NO: 4309406

CUSTOMER: Mr. Preston O. Cockey, Jr.
Gray, Harris & Robinson, P.a.
Suite 2200
201 N. Franklin Street
Tampa, FL 33602

000004742780--2

ARTICLES OF MERGER

PINEBROOKE CC, LTD.

INTO

PINEBROOKE CC II, LTD.

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01 DEC 28 PM 12:14
DIVISION OF CORPORATION

7 weeks
F, 4
18X

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/01

MERGING: -----

PINEBROOKE CC II, LTD. (A00000000632), A FLORIDA LIMITED
PARTNERSHIP

INTO

PINEBROOKE CC, LTD., a Florida entity, A98000000637.

File date: December 28, 2001 , effective December 31, 2001

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 105.00

**ARTICLES OF MERGER
MERGING
PINEBROOKE CC II, LTD., a Florida limited partnership
WITH AND INTO
PINEBROOKE CC, LTD., a Florida limited partnership**

EFFECTIVE DATE
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TALLAHASSEE, FLORIDA
A98000000632
A98000000637

Pursuant to Sections 620.201 and 620.203, Florida Statutes (2000), **PINEBROOKE CC II, LTD.**, a Florida limited partnership, and **PINEBROOKE CC, LTD.**, a Florida limited partnership, hereby adopt the following Articles of Merger:

ARTICLE I

PINEBROOKE CC II, LTD. (hereinafter "CC II"), hereby merges with and into PINEBROOKE CC, LTD. (hereinafter "CC"), with CC as the surviving entity.

ARTICLE II

The Plan of Merger pursuant to which CC II shall merge with and into CC attached hereto as Exhibit "A" is incorporated herein and made a part hereof.

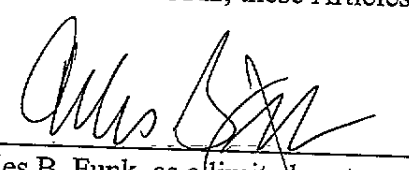
ARTICLE IV

The Plan of Merger was approved on December 21, 2001, by all of the general and limited partners of both CC and CC II in accordance with the applicable provisions of Chapter 620, Florida Statutes (2000), and the written consent of each person who, as a result of the Merger, remains or becomes a general partner of CC has been obtained pursuant to Section 620.202(2), Florida Statutes (2000).

ARTICLE V

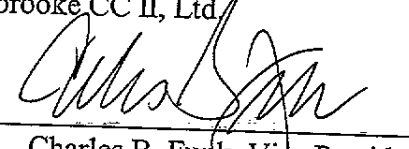
The merger of CC II with and into CC shall be effective as of the close of business on December 31, 2001.

WHEREFORE, these Articles of Merger have been executed ^{effective} December 31, 2001.

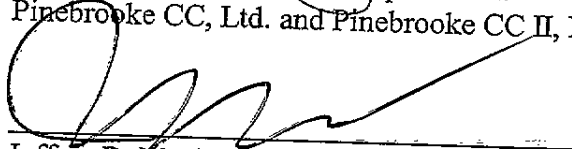


Charles B. Funk, as a limited partner of
Pinebrooke CC, Ltd. and Pinebrooke CC II, Ltd.

PINEBROOKE CC, INC., a Florida corporation,
as general partner of Pinebrooke CC, Ltd. and
Pinebrooke CC II, Ltd.

By: 

Charles B. Funk, Vice President



Jeffrey B. Meehan, as a limited partner of
Pinebrooke CC, Ltd. and Pinebrooke CC II, Ltd.

**PLAN OF MERGER
BETWEEN
PINEBROOKE CC II, LTD., a Florida limited partnership
AND
PINEBROOKE CC, LTD., a Florida limited partnership**

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TALLAHASSEE, FLORIDA
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THIS PLAN OF MERGER is entered into as of the 31st day of December, 2001, between **PINEBROOKE CC II, LTD. ("CC II")**, a Florida limited partnership, and **PINEBROOKE CC, LTD. ("CC" or the "Surviving Partnership")**, a Florida limited partnership, providing that CC II shall merge with and into CC, pursuant to the terms and conditions contained herein and in accordance with Chapter 620, Florida Statutes (2000), effective as of the close of business on the 31st day of December, 2001 (the "Merger").

WHEREAS, CC II is a Florida limited partnership with its principal place of business at 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606; and

WHEREAS, the partnership interests in CC II are owned one percent (1%) by Pinebrooke CC, Inc. as general partner, and ninety-eight percent (98%) by Charles B. Funk ("Funk") and one percent (1%) by Jeffrey B. Meehan ("Meehan") as limited partners; and

WHEREAS, CC is a Florida limited partnership with its principal place of business at 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606; and

WHEREAS, the partnership interests in CC are owned one percent (1%) by Pinebrooke CC, Inc. as general partner, and one percent (1%) by Funk and ninety-eight percent (98%) by Meehan as limited partners; and

WHEREAS, there are no outstanding rights of others to acquire any partnership interests in either CC or CC II; and

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TALLAHASSEE, FLORIDA
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WHEREAS, following the Merger, the sole general partner of CC will continue to be Pinebroke CC, Inc., whose principal place of business is located at 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606; and

WHEREAS, it is desirable for the benefit of both partnerships and their mutual and respective partners that the properties, businesses, assets, and liabilities of both partnerships be combined into one surviving partnership, which shall be CC.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree as follows:

1. Merger. As of the effective date of the Merger, which shall be December 31, 2001, CC II shall merge with and into CC, the separate existence of CC II shall cease, and CC, as the Surviving Partnership, shall continue its existence as a domestic limited partnership under the laws of the State of Florida, with all of the rights and obligations of such surviving domestic limited partnership as are provided by Chapter 620, Florida Statutes (2000).

2. Partnership Interests of CC. As of the effective date of the Merger, all of the Partnership Interests of CC issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, remain outstanding as Partnership Interests of the Surviving Partnership as set forth below.

3. Partnership Interests of CC II. As of the effective date of the Merger, all of the Partnership Interests of CC II issued and outstanding immediately prior thereto shall be converted to Partnership Interests in CC as set forth below.

EFFECTIVE DATE
12/31/01

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TALLAHASSEE, FLORIDA

4. Conversion. Effective as of the Merger, the Partnership Interests of CC II shall be converted into Partnership Interests in CC. Immediately after the Merger, the Partnership Interests of CC shall be owned as follows:

<u>Partner</u>	<u>General Partner Interests</u>	<u>Limited Partner Interests</u>
Pinebrooke CC, Inc.	1%	---
Funk	---	49.5%
Meehan	---	49.5%
Total	1%	99.0%

5. Certificate of Limited Partnership. The Certificate of Limited Partnership of CC shall continue as the Certificate of Limited Partnership of the Surviving Partnership.

6. Agreement of Limited Partnership. The First Amended and Restated Limited Partnership Agreement of CC, dated as of March 24, 1998, as amended by Paragraph 4 above, and amended from time to time, shall continue as the partnership agreement of the Surviving Partnership.

7. General Partners. The general partner of CC before the Merger shall continue as the sole general partner of the Surviving Partnership, and the general partner of CC hereby expressly consents to continuing to be general partner of the Surviving Partnership in accordance with Section 620.202(2), Florida Statutes (2000).

8. Partner Approval. This Plan of Merger is hereby submitted to all of the general and limited partners of CC II and all of the general and limited partners of CC for approval, each of whom hereby expressly waives the notification requirement set forth in Section 620.202, Florida Statutes (2000), and each of whom hereby expressly approves and authorizes the Merger. Upon execution of this Plan of Merger by the general and limited partners of CC and CC II, the general partner of CC shall be and hereby is authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, instruments and certificates, as the same may be necessary or proper to render

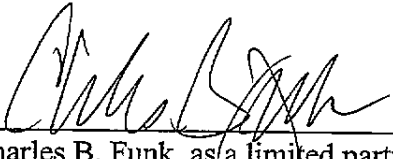
effective the merger contemplated by this Plan of Merger. As all of the partners of CC and CC II have approved and authorized the Merger, there are no dissenting partners.

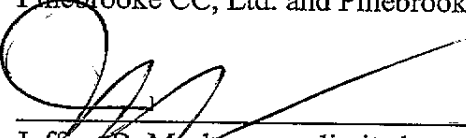
9. Amendment of Plan. Notwithstanding any of the provisions of this Plan of Merger, the general partner of CC may amend this Plan of Merger at any time before the effective date of the Merger, provided, however, that after approval of this Plan of Merger by the limited partners of CC and CC II, the general partner of CC shall not be authorized to amend this Plan of Merger to:

- a. Change any term of the partnership agreement of CC, except for changes that otherwise could be adopted by the general partner of CC; or
- b. Change any of the terms and conditions of this Plan of Merger if any such change, alone or in the aggregate, would materially and adversely affect the limited partners of CC or CC II.

10. Abandonment of Plan. Notwithstanding any of the provisions of this Plan of Merger, the general partner of CC, at any time prior to the effective date of the Merger, and for any reason such general partner may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the Merger as set forth herein, in which case this Plan of Merger shall thereby be cancelled and become null and void.

Dated this 21st day of December, 2001.


Charles B. Funk, as a limited partner of
Pinebrooke CC, Ltd. and Pinebrooke CC II, Ltd.


Jeffrey B. Meehan, as a limited partner of
Pinebrooke CC, Ltd. and Pinebrooke CC II, Ltd.

PINEBROOKE CC, INC., a Florida corporation,
as general partner of Pinebrooke CC, Ltd. and
Pinebrooke CC II, Ltd.

By: 
Charles B. Funk, Vice President

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