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PAGE 1/8

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SECRETARY OF STATE
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MERGER OR SHARE EXCHANGE

ODP DALLAS LP

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FAX:850 558 1515

PAGE 2/ 8

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TALLAHASSEE, FLORIDA

Audit No. H

**ARTICLES OF MERGER
OF
ODP DALLAS LIMITED PARTNERSHIP,
a Florida limited partnership,
INTO
ODP DALLAS LP,
a Delaware limited partnership**

Pursuant to the applicable provisions of the Florida Revised Uniform Limited Partnership Act of 2005 and the Delaware Revised Uniform Limited Partnership Act, these Articles of Merger provide that:

1. The name, street address of its principal office, jurisdiction and entity type of the merging party are as follows: ODP DALLAS LIMITED PARTNERSHIP, a Florida limited partnership (the "Merging Entity"), 9155 South Dadeland Boulevard, Suite 1602, Miami, Florida 33156.

2. The name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows: ODP DALLAS LP, a Delaware limited partnership (the "Surviving Entity"), 9155 South Dadeland Boulevard, Suite 1602, Miami, Florida 33156.

3. The Agreement and Plan of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was approved and adopted by the Merging Entity in accordance with the applicable provisions of the Florida Revised Uniform Limited Partnership Act of 2005 by written consent of its partners dated December 16, 2005.

4. The Agreement and Plan of Merger was approved and adopted by the Surviving Entity in accordance with the applicable provisions of the Delaware Revised Uniform Limited Partnership Act by written consent of its partners dated December 16, 2005.

5. The merger shall become effective upon the filing of Articles of Merger with the Secretary of State of Florida and with the Secretary of State of Delaware.

Audit No. H

W 05000287283-3

FILE No. 815, 12/16 '05 03:41 ID: CSC

FAX: 850 558 1515

PAGE 3/ 8

H 05000287283-3
FILED

2005 DEC 16 A 10:14

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TALLAHASSEE, FLORIDA

Audit No. H

6. The Surviving Entity is deemed to have appointed the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting partners of each limited partnership that is a party to the merger.

IN WITNESS WHEREOF, this Articles of Merger have been executed on behalf of the constituent entities by their respective authorized General Partners as of December 16, 2005.

MERGING ENTITY:

ODP DALLAS LIMITED PARTNERSHIP, a
Florida limited partnership

By: JAPPAH MANAGEMENT LP, a Delaware
limited partnership, its General Partner

By: JAPPAH MANAGEMENT LC, a Florida
limited liability company, its General Partner

By:


Norman J. Buhrmaster
as Vice President

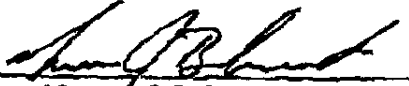
SURVIVING ENTITY:

ODP DALLAS LP, a Delaware limited
partnership

By: JAPPAH MANAGEMENT LP, a Delaware
limited partnership, its General Partner

By: JAPPAH MANAGEMENT LC, a Florida
limited liability company, its General Partner

By:


Norman J. Buhrmaster
as Vice President

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Audit No. H

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FILE No.815 12/16 '05 03:42 ID:CSC

FAX:850 558 1515

PAGE 4/ 8

05000287283 3

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2005 DEC 16 A 10:14

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made this 16 day of December, 2005, by and between **ODP DALLAS LIMITED PARTNERSHIP**, a Florida limited partnership (the "Merging Entity"), and **ODP DALLAS LP**, a Delaware limited partnership (the "Surviving Entity"), said entities hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Surviving Entity was formed in the State of Delaware on December 16, 2005. The sole General Partner of the Surviving Entity is Jappah Management LP, a Delaware limited partnership, which owns a 1.2% interest in the limited partnership, and the sole Limited Partner of the Surviving Entity is Jappah Investments Limited Partnership, a Florida limited partnership, which owns a 98.8% interest in the limited partnership;

WHEREAS, the Merging Entity was formed in the State of Florida on December 17, 1998. The sole General Partner of the Merging Entity is Jappah Management LP, a Delaware limited partnership, which owns a 1.2% interest in the limited partnership, and the sole Limited Partner of the Merging Entity is Jappah Investments Limited Partnership, a Florida limited partnership, which owns a 98.8% interest in the limited partnership; and

WHEREAS, the Partners of the Merging Entity and the Partners of the Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted resolutions on December 16, 2005, which provide that, pursuant to the applicable provisions of the Florida Revised Uniform Limited Partnership Act of 2005 and the Delaware Revised Uniform Limited Partnership Act, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities

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FILE No. 815 12/16 '05 03:42 ID: CSC

FAX: 850 558 1515

PAGE 5/ 8

W 05000287283-3
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2005 DEC 16 A 10:14

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for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW, THEREFORE, in consideration of the mutual promises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.

2. **AGREEMENT TO MERGE.** The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

3. **NAME OF SURVIVING ENTITY.** The name of the Surviving Entity shall be ODP DALLAS LP.

4. **CERTIFICATE OF LIMITED PARTNERSHIP.** The Certificate of Limited Partnership of the Surviving Entity in effect on the Effective Date shall be the Certificate of Limited Partnership of said Surviving Entity and shall continue in full force and effect.

FILE No.815 12/16 '05 03:43 ID:CSC

FAX:850 558 1515

PAGE 6/ 8

05000287283-3

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2005 DEC 16 A 10:14

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5. LIMITED PARTNERSHIP AGREEMENT. The Limited Partnership Agreement

of the Surviving Entity in effect on the Effective Date of the merger will be the Limited Partnership Agreement of said Surviving Entity and will continue in full force and effect.

6. MANAGEMENT BY GENERAL PARTNER. Jappah Management LP, the General Partner of ODP Dallas LP, shall continue to manage the Surviving Entity as its General Partner after the merger. The name and address of the General Partner is as follows: Jappah Management LP, 9155 South Dadeland Boulevard, Suite 1602, Miami, Florida 33156.

7. MODE OF EFFECTING MERGER. The mode of carrying said merger into effect, and the manner and basis of converting the partnership interests of the Merging Entity into partnership interests of the Surviving Entity, shall be as follows:

Since the assets of the Merging Entity constitute an additional capital contribution to the Surviving Entity, and the partnership interests of the Merging Entity are the same as the partnership interests of the Surviving Entity, no additional partnership interests need be issued by the Surviving Entity to reflect the ownership interests of the partners of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, the partners of the Merging Entity shall surrender their partnership certificates to the Surviving Entity and such certificates shall be canceled. The then outstanding partnership interests of the Surviving Entity shall continue thereafter to constitute all of the outstanding partnership interests in the Surviving Entity.

8. ADOPTION OF PLAN. Pursuant to the applicable statutory provisions of the State of Florida and the State of Delaware, the within merger has been approved by all of the partners of the Surviving Entity and by all of the partners of the Merging Entity.

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2005 DEC 16 A 10:14

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9. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging

Entity with and into the Surviving Entity shall have been fully authorized in accordance with the applicable provisions of the Florida Revised Uniform Limited Partnership Act of 2005 and the Delaware Revised Uniform Limited Partnership Act, the Merging Entity and the Surviving Entity hereby stipulate that the Surviving Entity will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed any and all necessary acts therein and elsewhere to effectuate the merger.

10. **AUTHORIZATION OF GENERAL PARTNERS.** The General Partner of the

Merging Entity and the General Partner of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. **EFFECTIVE DATE.** This Plan shall become effective on the close of business on

December __, 2005 (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida and the State of Delaware to consummate this merger.

12. **RIGHT TO ABANDON MERGER.** The partners of the Merging Entity and the

partners of the Surviving Entity, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

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FILE No.815 12/16 '05 03:44 ID:CSC

FAX:850 558 1515

PAGE 8/ 8

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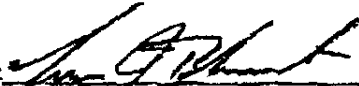
IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by their respective General Partners, which are duly authorized by the respective partners of the Constituent Entities.

MERGING ENTITY:

ODP DALLAS LIMITED PARTNERSHIP, a
Florida limited partnership

By: JAPPAH MANAGEMENT LP, a
Delaware limited partnership, its General
Partner

By: JAPPAH MANAGEMENT LC, a Florida
limited liability company, its General
Partner

By: 
Norman J. Buhrmaster
as Vice President

SURVIVING ENTITY:

ODP DALLAS LP, a Delaware limited
partnership

By: JAPPAH MANAGEMENT LP, a
Delaware limited partnership, its General
Partner

By: JAPPAH MANAGEMENT LC, a Florida
limited liability company, its General
Partner

By: 
Norman J. Buhrmaster
as Vice President

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