A99000000606

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Asset Protection
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W99-9800

OVERNIGHT UPS

April 22, 1999

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****120.00 ****~~78.75~~
120.00

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 10 PM 1:49

RE: SIG Capital Management LP

Dear Sir/Madam:

Enclosed is check #001199 in the amount of $120.00 representing filing and fee for one (1) certified copy of the enclosed Articles of Merger of SIG CAPITAL MANAGEMENT LIMITED PARTNERSHIP. Also enclosed is an additional copy of these Articles.

Please return the certified copy to us at our address as listed above.

Should you have any questions as regards this matter please do not hesitate to contact us at our toll free telephone number as set forth above.

Sincerely,

STEVEN A. SCIARRETTA, P.A.

Steven A. Sciarretta
SAS/cee
Enclosures

Name Availability
Document Examiner
Updater
Updater Verifyer
Acknowledgement
W. P. Verifyer

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*****37.50 *****37.50

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 1999

STEVEN A. SCIARRETTA, P.A.
GLADES TWIN PLAZA
2300 GLADES ROAD, SUITE 302E
BOCA RATON, FL 33431

SUBJECT: SIG CAPITAL MANAGEMENT LIMITED PARTNERSHIP
Ref. Number: W99000009800

We have received your document for SIG CAPITAL MANAGEMENT LIMITED PARTNERSHIP and your check(s) totaling $120.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the articles of merger are as follows:
For each Limited Partnership: $52.50
For each Limited Liability Company: 52.50
For each Corporation: 35.00
For each General Partnership: 25.00
All Others: No Charge

There is a balance due of $37.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 399A00022174

ARTICLES OF MERGER
Merger Sheet

MERGING:

SIG PARTNERS LIMITED

A RHODE ISLAND LIMITED PARTNERSHIP

,

INTO

SIG CAPITAL MANAGEMENT LIMITED PARTNERSHIP, a Florida entity, A99000000606.

File date: May 10, 1999

Corporate Specialist: Michelle Hodges

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 10 PM 4:49

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 10 PM 4:49

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** entity are as follows:

Name and Street Address	Jurisdiction	Entity Type
Sig Capital Management Limited Partnership c/o Barry Dubner 12024 NW 9th Place Coral Springs, FL 33071	Florida	Ltd. Partnership

Florida Document/Registration Number: A99000000606 FEI Number: 05-0495469

Name and Street Address	Jurisdiction	Entity Type
Sig Partners Limited c/o Gregory Marderosian 400 Reservoir Avenue, #2K Providence, RI 02907	Rhode Island	Ltd. Partnership

Florida Document/Registration Number: N/A FEI Number: 05-0495469

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Sig Capital Management Limited Partnership c/o Barry Dubner 12024 NW 9th Place Coral Springs, FL 33071	Florida	Ltd. Partnership

Florida Document/Registration Number: A99000000606 FEI Number: 05-0495469

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce obligations or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership, and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205 and/or 608.4383, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of this merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: **Signature(s) for each party**

Name of entity	Signature(s)	Typed or Printed Name of Individual
SIG CAPITAL MANAGEMENT LIMITED PARTNERSHIP	Barry H Dubner	Barry Dubner, Managing Member Of Sig Capital Management, LLC, General Partner
SIG PARTNERS LIMITED	Barry H Dubner	Barry Dubner, President of Sig Capital Management, Inc., General Partner

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

Name	Jurisdiction
Sig Capital Management Limited Partnership	Florida
Sig Partners Limited	Rhode Island

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

Name	Jurisdiction
Sig Capital Management Limited Partnership	Florida

THIRD: The terms and conditions of the merger are as follows:

The terms and conditions of the merger are set forth in the Articles of Merger.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Ownership interests in the merging party are to be exchanged on a one-for-one basis in the surviving entity.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: there is no such provision since there were no outstanding rights to acquire interests, shares, obligations or other securities of the non-surviving parties to the merger.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s), and address(es) of the general partner are as follows:

Name(s) and Address(es) of General Partner(s)	If General Partner is a Non-Individual, Florida Document/Registration Number
Sig Capital Management, LLC c/o Barry Dubner 12024 NW 9th Place Coral Springs, FL 33071	L99000001886

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows: N/A.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: N/A.

EIGHTH: Other provisions, if any, relating to the merger: N/A.