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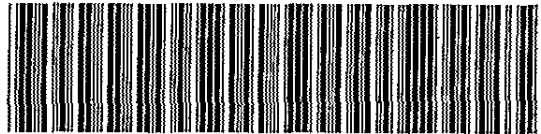
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2003 JUN 18 AM 8:31
CLERK OF COURTS
TALLAHASSEE, FLORIDA

W03-16878

J. BRYAN JUN 19 2003

J. BRYAN JUN 19 2003

EVANS, CARTER, KUNES & BENNETT, P. A.

ATTORNEYS AT LAW

115 CHURCH STREET

MAILING ADDRESS - P. O. BOX 369

CHARLESTON, SOUTH CAROLINA 29402-0369

TELEPHONE (843) 577-2300

TELECOPIER (843) 577-2055

GEORGE C. EVANS (RETIRED)
T. HEYWARD CARTER, JR.*†
ROBERT M. KUNES†
EDWARD G. R. BENNETT**
STEVEN E. CRAIG*
VIRGINIA D. MEEKS
GRAEME F. PHILP**
ANDREW W. CHANDLER

*CERTIFIED SPECIALIST IN TAXATION LAW

†CERTIFIED SPECIALIST IN ESTATE PLANNING AND PROBATE LAW

**LICENSED IN SC AND NY

7-A BEACHWALKER DRIVE
KIAWAH ISLAND, S.C. 29455
TELEPHONE (843) 768-0660
TELECOPIER (843) 768-0701

June 4, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Nathan Limited Partnership – Articles of Merger

Dear Madam/Sir:

Enclosed please find for filing an original and a conformed copy of the Articles of Merger for Nathan Limited Partnership. Also enclosed is the Plan of Merger, Written Consent of all General Partners, and our firm's check in the amount of \$52.50 to cover filing fees for the Articles of Merger. Please file the original and return the conformed copy with filing information thereon to me in the envelope I have enclosed for your convenience. If you have any questions, please contact our office at the number above.

Thank you very much for your assistance.

Very truly yours,



Andrew W. Chandler

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 12, 2003

ANDREW W. CHANDLER
EVANS, CARTER, KUNES & BENNETT, P.A.
PO BOX 369
CHARLESTON, SC 29402-0369

SUBJECT: NATHAN LIMITED PARTNERSHIP
Ref. Number: W03000016878

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for NATHAN LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$52.50.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 403A00036510

EVANS, CARTER, KUNES & BENNETT, P. A.

ATTORNEYS AT LAW

115 CHURCH STREET

MAILING ADDRESS - P. O. BOX 369

CHARLESTON, SOUTH CAROLINA 29402-0369

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T. HEYWARD CARTER, JR.*†

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7-A BEACHWALKER DRIVE

KIAWAH ISLAND, S.C. 29455

TELEPHONE (843) 768-0660

TELECOPIER (843) 768-0701

June 16, 2003

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314


Re: Nathan Limited Partnership – Articles of Merger

Dear Sir:

Enclosed please find our firm's check in the amount of \$52.50 to cover additional filing fees for filing the Articles of Merger for Nathan Limited Partnership. Please file the original and return the conformed copy with filing information thereon to me in the envelope I have enclosed for your convenience. If you have any questions, please contact our office at the number above.

Thank you very much for your assistance.

Very truly yours,



Andrew W. Chandler

Enclosures

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2003 JUN 18 AM 8:31
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

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.

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J. J. JAMES CORPORATION
TALLAHASSEE, FLORIDA

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Nathan Limited Partnership 14105 Caloosa Blvd Palm Beach Gardens, Florida 33418	Florida	Limited Partnership

Florida Document/Registration Number: A99000002114 FEI Number: 58-2523436

2. _____

Florida Document/Registration Number: _____ FEI Number: _____

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Nathan Limited Partnership	South Carolina	Limited Partnership
4611 Lazy Creek Ln.		
Wadmalaw Island, SC 29487		

Florida Document/Registration Number: N/A

FEI Number: 58-2423436

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 all 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 any obligation 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 the 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 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the 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.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

OR

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

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

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SHAW-WALKER CORPORATION
TALLAHASSEE, FLORIDA

OR

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

(Note: Please see instructions for required signatures.)

Typed or Printed Name of Individual

Cynthia M. Dinardo

Justine J. Nathan

(Attach additional sheet(s) if necessary)

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CORPORATIONS
TALLAHASSEE, FLORIDA

OR

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

(Note: Please see instructions for required signatures.)

Typed or Printed Name of Individual

Cynthia M. Dinardo

Justine J. Nathan

(Attach additional sheet(s) if necessary)

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:

<u>Name</u>	<u>Jurisdiction</u>
Nathan Limited Partnership 14105 Caloosa Blvd. Palm Beach, Florida 33418	Florida

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JULIUS ROYCE CORPORATION
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
Nathan Limited Partnership 4611 Lazy Creek Lane Wadmalaw Island, South Carolina 29487	South Carolina

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

Each partner in the existing limited partnership will have an identical interest in the new limited partnership.

(Attach additional sheet(s) if necessary)

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:

Identical interests in the new partnership will be received in return for interests in the old partnership. The situs of the partnership is changing to reflect the change of residence of the only partner that was a resident in Florida.

- 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:

N/A

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

Justine J. Nathan
4611 Lazy Creek Lane
Wadmalaw Island, South Carolina 29487

Wendy A. Shrigley
Peter J. Nathan
Cynthia M. Dinardo
Festoon Farm
Colts Neck, New Jersey 07722

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

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CORPORATIONS
TALLAHASSEE, FLORIDA

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:

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING
OF THE PARTNERS OF
NATHAN LIMITED PARTNERSHIP,
A FLORIDA GENERAL PARTNERSHIP

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2003 JUN 18 AM 8:33
NATHAN LIMITED PARTNERSHIP
TALLAHASSEE, FLORIDA

The undersigned being the general and limited partners of Nathan Limited Partnership, Florida limited partnership (the "**Florida Partnership**"), hereby adopt the following resolutions:

RESOLVED, that the Florida Partnership be converted to a South Carolina limited partnership;

FURTHER RESOLVED, that the name of the South Carolina limited partnership shall be Nathan Limited Partnership (the "South Carolina Partnership");

FURTHER RESOLVED, that the South Carolina Partnership shall have a term ending on December 31, 2080;

FURTHER RESOLVED, that the capital accounts and percentage interests in the profits and losses of the Florida Partnership held by the respective Partners shall become the capital accounts and percentage interests in the profits and losses of the South Carolina Partnership of such persons, in the same proportions, amounts and interests, as the Partners of the South Carolina Partnership upon the effective date of the Certificate of Limited Partnership for the South Carolina Partnership (the "conversion");

FURTHER RESOLVED, that the Florida Partnership's bank accounts shall vest in the South Carolina Partnership upon the effective date of the conversion;

FURTHER RESOLVED, that all debts, liabilities, and other obligations of the Florida Partnership will continue as obligations of the South Carolina Partnership upon the effective date of the conversion;

FURTHER RESOLVED, that all of the rights, privileges, immunities, powers and purposes of the Florida Partnership will vest in the South Carolina Partnership upon the effective date of the conversion;

FURTHER RESOLVED, that the Employer Identification Number of the Florida Partnership shall become the Employer Identification Number of the South Carolina Partnership upon the effective date of the conversion;

FURTHER RESOLVED, that Justine J. Nathan is authorized to act as the organizer of the Partnership and execute and deliver any and all documents necessary to complete the conversions;

FURTHER RESOLVED, that Justine J. Nathan is authorized to file on behalf of the Florida Partnership any documents necessary to cancel the Florida partnership after the conversion date, including a Certificate of Cancellation and Articles of Merger, as may be required; and

FURTHER RESOLVED, that the execution and delivery of any documents necessary to complete the conversion of the Florida Partnership into a South Carolina Partnership by Justine J. Nathan, a general partner, shall be conclusive evidence of the authorization of the same by and on behalf of the Florida Partnership and the South Carolina Partnership; and

FURTHER RESOLVED, that the limited partnership agreement of Nathan Limited Partnership, a Florida limited partnership, is hereby adopted as the limited partnership agreement

of Nathan Limited Partnership, a South Carolina limited partnership.

IN WITNESS WHEREOF, the undersigned have caused this resolution to be executed as of the date indicated below.

The undersigned execute this document in their individual capacities as both general and limited partners and as trustees of the Nathan Family Trust, dated February 24, 1998, as a limited partner.

WITNESS:

_____	<u>Justine J Nathan</u>	Dated
_____	Justine J. Nathan	
_____	_____	Dated
_____	Wendy A. Shrigley	
_____	_____	Dated
_____	Peter J. Nathan	
_____	<u>Cynthia M. Dinardo 4/21/03</u>	Dated
_____	Cynthia M. Dinardo	

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

of Nathan Limited Partnership, a South Carolina limited partnership.

IN WITNESS WHEREOF, the undersigned have caused this resolution to be executed as of the date indicated below.

The undersigned execute this document in their individual capacities as both general and limited partners and as trustees of the Nathan Family Trust, dated February 24, 1998, as a limited partner.

WITNESS:

_____	<u>Justine J Nathan</u>	<u>4-21-03</u>
	Justine J. Nathan	Dated
_____	<u>Wendy A. Shrigley</u>	<u>/</u>
	Wendy A. Shrigley	Dated
_____	<u>Peter J. Nathan</u>	<u>/</u>
	Peter J. Nathan	Dated
_____	<u>Cynthia M. Dinardo</u>	<u>/</u>
	Cynthia M. Dinardo	Dated

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2003 JUN 18 AM 8:33
WILLIAMS & ASSOCIATES, P.A.
TALLAHASSEE, FLORIDA

of Nathan Limited Partnership, a South Carolina limited partnership.

IN WITNESS WHEREOF, the undersigned have caused this resolution to be executed as of the date indicated below.

The undersigned execute this document in their individual capacities as both general and limited partners and as trustees of the Nathan Family Trust, dated February 24, 1998, as a limited partner.

WITNESS:

_____	<u>Justine J Nathan</u> 4.21.03	
	Justine J. Nathan	Dated
<u>Jean Cianna</u>	<u>Wendy A. Shrigley</u> 5.29.03	
	Wendy A. Shrigley	Dated
_____	_____ /	
	Peter J. Nathan	Dated
_____	_____ /	
	Cynthia M. Dinardo	Dated

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TALLAHASSEE, FLORIDA