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STATEMENT OF MERGER

Pursuant to the provisions of Sections 620.8905 through 620.8907 of the Florida Statutes, and Sections 121-1102[a] of New York's Revised Limited Partnership Act, Pactole Redux Florida Limited Partnership, a Florida limited partnership, files this Statement of Merger.

1. The names of the partnerships which were parties to the merger are Pactole Redux Florida Limited Partnership, a Florida limited partnership ("Pactole-Surviving"), Pactole Redux General Partnership, a Florida general partnership ("Pactole-General") and Pactole Redux Limited Partnership, a New York limited partnership ("Pactole-Acquired").

2. A Plan of Merger was executed on the 4th day of June, 1997 and was agreed to unanimously by the general partners of Pactole-Surviving, Pactole General and Pactole-Acquired and by a majority of the limited partners of Pactole-Surviving and Pactole-Acquired.

3. The name of the surviving entity into which the limited partnerships were merged is Pactole-Surviving.

4. The street address and the name of the general partner of Pactole-Surviving is as follows:

Pactole Redux Limited Florida, Inc.
c/o Alley Maass Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza
Palm Beach, FL 33480

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

5. Pactole-Surviving is a Florida limited partnership that has filed a certificate of limited partnership pursuant to Section 620.108 of the Florida Statutes.

6. Pursuant to Sections 620.8907 and 620.8105(3) Florida Statutes the undersigned hereby affirms under penalties of perjury that the facts contained herein are true.

PACTOLE REDUX FLORIDA LIMITED
PARTNERSHIP,
a Florida Limited Partnership

By: Pactole Redux Limited Florida, Inc., G.P.

By:

Joel Weiser, President