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Division of Corporations

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**Florida Department of State
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MERGER OR SHARE EXCHANGE

CNL APF PARTNERS, LP

Certificate of Status	0
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Page Count	07
Estimated Charge	\$105.00

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ARTICLES OF MERGER**OF****ULYSSES ACQUISITION, LLC, a Florida limited liability company,****with and into****CNL APF PARTNERS, LP (f/k/a U.S. Restaurant Properties Operating L.P.), a Delaware limited partnership**

In accordance with the applicable provisions of the Florida Liability Limited Company Act, it is hereby certified that:

1. The names of each of the constituent parties to the merger are as follows:
 - (a) **ULYSSES ACQUISITION, LLC, a Florida limited liability company; and**
 - (b) **CNL APF PARTNERS, LP (f/k/a U.S. Restaurant Properties Operating L.P.), a Delaware limited partnership.**
2. On the Effective Date (as defined below), **ULYSSES ACQUISITION, LLC, a Florida limited liability company (the "Merging Company"), shall be merged with and into CNL APF PARTNERS, LP (f/k/a U.S. Restaurant Properties Operating L.P.), a Delaware limited partnership (the "Surviving Partnership"), and the Surviving Partnership shall be the surviving entity of such merger (the "Merger").**
3. The Surviving Partnership is a Delaware limited partnership, and the street address of the chief executive office of the Surviving Partnership shall be at 450 South Orange Avenue, Orlando, Florida 32801.
4. An agreement and plan of merger ("**Plan of Merger**") has been approved, adopted, certified, executed and acknowledged by each of the Merging Company and the Surviving Partnership (collectively, the "**Constituent Entities**") in accordance with the Florida Limited Liability Company Act and the Delaware Revised Uniform Limited Partnership Act.
5. The name of the surviving limited partnership is **CNL APF PARTNERS, LP**, which will continue in existence as the surviving entity under its present name upon the effective date of the Merger pursuant to the laws of the State of Delaware.
6. The executed Plan of Merger is on file at the offices of the Surviving Partnership at 450 South Orange Avenue, Orlando, Florida 32801.
7. A copy of the Plan of Merger will be furnished by the Surviving Partnership, on request and without cost, to any partner or member of any of the Constituent Entities.
8. The Surviving Partnership is deemed to have appointed the Secretary of State of the State of Florida as its registered agent for service of process in a proceeding to enforce any

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obligation or the rights of dissenting members of each limited liability company that is a party to the Merger.

9. The Surviving Partnership has agreed to promptly pay to the dissenting members of each domestic limited liability company that is a party to the Merger the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Statutes.

10. The Merger shall become effective on March 7th, 2005 (the "Effective Date").

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 7th day of March, 2005, and the undersigned hereby affirm that these Articles of Merger are accurate.

CNL APF PARTNERS, LP (f/k/a U.S. Restaurant Properties Operating L.P.), a Delaware limited partnership

By: CNL APF GP Corp. (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: Steven D. Shackelford
Name: Steven D. Shackelford
Title: ESVP

ULYSSES ACQUISITION, LLC, a Florida limited liability company

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating L.P.), a Delaware limited partnership, as managing member

By: CNL APF GP Corp. (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: Steven D. Shackelford
Name: Steven D. Shackelford
Title: ESVP

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made as of the 7th day of March, 2005 by and between **CNL APF PARTNERS, LP** (f/k/a U.S. Restaurant Properties Operating L.P.), a Delaware limited partnership (the "Surviving Partnership"), and **ULYSSES ACQUISITION, LLC**, a Florida limited liability company (the "Merging Company") and together with the Surviving Partnership, the "Constituent Entities").

WITNESSETH:

WHEREAS, the Constituent Entities desire to effect a merger whereby the Merging Company would be merged with and into the Surviving Partnership, with the Surviving Partnership being the surviving entity (the "Merger") in accordance with the applicable provisions of Delaware and Florida law and upon the terms and subject to the conditions set forth in this Plan of Merger;

WHEREAS, Truststreet Properties, Inc. (f/k/a U.S. Restaurant Properties, Inc., the successor by merger with CNL Restaurant Properties, Inc.), a Maryland corporation ("Truststreet"), owns one hundred percent (100%) of the common stock of CNL Restaurant Investments, Inc., a Delaware corporation ("CRI");

WHEREAS, CRI owns one hundred percent (100%) of the common stock of CNL APF GP Corp. (f/k/a USRP Managing, Inc.), a Delaware corporation ("GP Corp");

WHEREAS, GP Corp owns a one percent (1%) general partner partnership interest, and CRI owns more than fifty percent (50%) of the limited partner partnership interests, of the Surviving Partnership;

WHEREAS, the Surviving Partnership is the holder of a one hundred percent (100%) membership interest in the Merging Company, and is the sole managing member of the Merging Company;

WHEREAS, GP Corp, as general partner of the Surviving Partnership, and CRI, as owner of a majority of the limited partner partnership interests of the Surviving Partnership, have determined that it is advisable to effect the Merger; and

WHEREAS, the Surviving Partnership, as the sole managing member of the Merging Company, has determined that it is advisable to effect the Merger.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

1. On the Effective Date (as defined below), the Merging Company shall be merged with and into the Surviving Partnership pursuant to this Plan of Merger, and the Surviving Partnership shall continue to exist and be governed under the laws of the State of Delaware. The Merger shall become effective as of the 7th day of March, 2005. The time when the Merger shall become effective, as defined by this Section 1, is herein called the "Effective Date."

2. The terms and conditions of the Merger shall be as follows:

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(a) The manner and basis of converting the interests in the Merging Company into partnership interests in the Surviving Partnership, cash, other consideration, or a combination thereof, is as follows:

(i) The Surviving Partnership owns a one hundred percent (100%) membership interest in the Merging Company. As a result, the interests of the Surviving Partnership in the Merging Company will not be converted into additional interests in the Surviving Partnership, cash or other consideration, but will rather cease to exist at and after the Effective Date;

(b) Except as may otherwise be set forth in this Plan of Merger, the Surviving Partnership will continue in existence and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Partnership without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Partnership shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be continued as if such Merger had not occurred, or the Surviving Partnership may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any party shall be impaired by the Merger.

3. The Surviving Partnership is a limited partnership formed under the laws of the State of Delaware. The street address of the chief executive office of the Surviving Partnership shall be at 450 South Orange Avenue, Orlando, Florida 32801.

4. The sole general partner of the Surviving Partnership is CNL APF GP Corp. (f/k/a USRP Managing, Inc.), a corporation formed under the laws of the State of Delaware. The business address of CNL APF GP Corp. is 450 South Orange Avenue, Orlando, Florida 32801.

5. If at any time the Surviving Partnership shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, confirm or record in the Surviving Partnership the title to any property or rights of any of the Merging Company or to otherwise carry out the provisions hereof, the Merging Company, as of the Effective Date, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in the Surviving Partnership.

6. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented only by written agreement of the parties hereto at any time before the Effective Date. This Plan of Merger may be terminated at any time prior to the Effective Date by mutual agreement of the parties hereto, and upon any such termination this Plan of Merger shall be void and of no further effect.

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

CNL APF PARTNERS, LP (f/k/a U.S. Restaurant Properties Operating L.P.), a Delaware limited partnership

By: **CNL APF GP Corp. (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: Steven D. Shackelford
Name: **Steven D. Shackelford**
Title: **EVP**

ULYSSES ACQUISITION, LLC, a Florida limited liability company

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating L.P.), a Delaware limited partnership, as managing member**

By: **CNL APF GP Corp. (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: Steven D. Shackelford
Name: **Steven D. Shackelford**
Title: **EVP**

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