

L01000000355
Law Office of Daniel T. White, Esquire

1304 N.W. 98th Terrace
Gainesville, Florida 32606

tele: 352/331-5840

fax: 352/331-5841

February 2, 2001

Via Federal Express

Registration Section, Division of Corporations
State of Florida
409 E. Gaines St.
Tallahassee, FL 32399
tele: (850)487-6051

700003662057--6
-02/08/01--01092--013
*****55.00 *****55.00

Re: First BF Holdings of Florida, LLC

700003662057--6
-02/20/01--01005--020
*****25.00 *****25.00

To whom it may concern:

Please find enclosed one original copy and one photocopy of each of the following with regard to the limited liability company listed above:

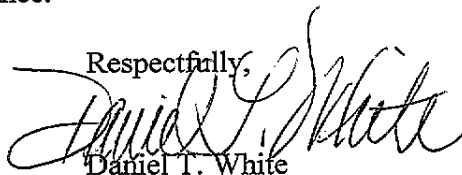
- Articles of Merger.

After the documents have been filed, please send me a certified copy of the same to my attention at the address listed above.


In this regard, I have also enclosed one check in the amount of \$55.00, to cover the applicable filing fees and request for certified copies of the filing (articles of merger--\$25.00; certified copies of the same--\$30.00).

Thanks for your assistance.

Respectfully,


Daniel T. White

Encl.

L01-355


FILED
FEB 2 2001
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
FIRST BF HOLDINGS OF FLORIDA, L.L.C.
(a Florida limited liability company)

LOI-355

Merging With
BOCINSKY FAMILY, L.L.C.
(a Washington limited liability company)

Article I
Plan of Merger

The Plan of Merger is attached hereto in its entirety as Exhibit "A", and made a part hereof. Pursuant to the Plan of Merger, on the Effective Date as provided below Bocinsky Family, L.L.C., a limited liability company organized and existing under the laws of the State of Washington (the "Disappearing Company"), shall be merged with and into First BF Holdings of Florida, L.L.C., a limited liability company organized and existing under the laws of the State of Florida (the "Surviving Company").

FILED
FEB - 8 2001
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Article II
Approval, Authorization and Compliance

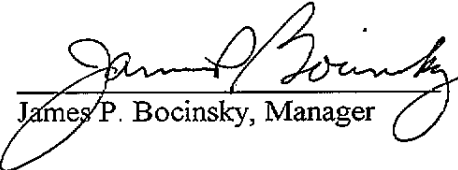
The Plan of Merger was approved (i) in the case of the Surviving Company, in accordance with the applicable provisions of the Florida Limited Liability Company Act, as amended (*codified as amended* at F.S. §608.401 *et seq.*), and (ii) in the case of the Disappearing Company, in accordance with the applicable laws of the State under which the Disappearing Company is organized. The Surviving Company and the Disappearing Company represent the only parties to the Merger. This Merger is permitted by the laws of the State under which the Disappearing Company is organized, and the Disappearing Company has complied with such laws in effecting this Merger.

Article III
Effective Date

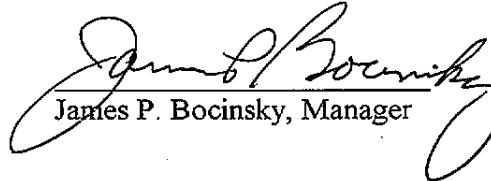
As set forth in the Plan of Merger, the Effective Date of this Merger shall be February 15, 2001.

Dated this 31st day of January, 2001.

**FIRST BF HOLDINGS OF
FLORIDA, L.L.C.**


James P. Bocinsky, Manager

BOCINSKY FAMILY, L.L.C.


James P. Bocinsky, Manager

FILED

01 FEB - 8 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit "A"

PLAN OF MERGER

THIS PLAN OF MERGER has been made by and between FIRST BF HOLDINGS OF FLORIDA, L.L.C., a Florida limited liability company (the "Surviving Company") and BOCINSKY FAMILY, L.L.C., a Washington limited liability company (the "Disappearing Company") (collectively the "Constituent Companies").

1. Merger. On the Effective Date (as defined below), the Disappearing Company will merge (the "Merger") with and into the Surviving Company, whereupon the separate existence of the Disappearing Company shall cease and the Surviving Company shall continue thereafter and be fully vested in all rights, privileges, immunities, powers, and franchises of the Disappearing Company. The Merger effectuated under this Plan of Merger intends to comply with the applicable provisions of the Florida Limited Liability Company Act, as amended (the "Florida Act"), *codified as amended* at F.S. §608.401 *et seq.*, and the Washington Limited Liability Company Act, as amended (the "Washington Act"), *codified as amended* at RWC 25.15.005 *et seq.*

2. Articles of Organization and Operating Agreement. The Articles of Organization and Operating Agreement of Surviving Company, as in effect immediately before the Effective Date (as defined below) shall be the Articles of Organization and Operating Agreement, respectfully, of the Surviving Company from and after the Effective Date until further amended as permitted by law.

3. Conversion and Exchange of Units of the Constituent Companies. On the Effective Date (as defined below):

(a) Disappearing Company. Each issued and outstanding unit representing interest in the capital and profits of Disappearing Company (each a "Former Unit"; and collectively, the "Former Units") shall convert into and be exchanged for one (1) unit representing the same quantum of interest in capital and profits of Surviving Company (collectively, the "New Units"); and each Former Unit shall be canceled and retired without any further action required of the Disappearing Company.

(b) Surviving Company. Each issued and outstanding unit representing an interest in the capital and profits of Surviving Company shall remain issued and outstanding and shall not be converted, exchanged or altered in any manner as a result of the Merger.

4. Satisfaction of Rights of Disappearing Company's Unitholders. All New Units converted and exchanged under this Plan of Merger shall be deemed to have been paid in full satisfaction of the Former Units.

5. Supplemental Action. If at any time after the Effective Date, Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers (or members or managers, as the case be) of Surviving Company or Disappearing Company, as the case may be, whether past or remaining in office or capacity, shall execute and deliver, on the request of Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Company, or to otherwise carry out the provisions of this Plan of Merger.

6. Filing with the Secretary of State and Effective Date of Merger. Upon approval of this Plan of Merger, Disappearing Company and Surviving Company shall cause their respective appropriate officials (or managers or members, as the case may be) to prepare and execute Articles of Merger in the form attached to this Agreement and on such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing to the Secretaries of State of Washington and Florida. The Articles of Merger shall specify that the "Effective Date" of this Merger is and shall be February 15, 2001 (the "Effective Date").

7. Amendment and Waiver. Any of the terms or conditions of this Plan of Merger may, subject to and in accordance with any approval or action required to be taken in that regard any under applicable law, be (i) waived at any time by one of the Constituent Companies or (ii) amended or modified, in whole or in part, by the mutual written consent of both of the Constituent Companies.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual written consent of both of the Constituent Companies, notwithstanding any action in favor of the Merger taken by the members or managers, as the case may be, of one or more of the respective Constituent Companies.

9. No Automatic Admission to Membership. Notwithstanding any provision contained to the contrary in this plan of Merger, no person entitled to receive, or who actually receives, pursuant to this Plan of Merger or the Merger shall be entitled to be admitted as a member to the Surviving Company unless and until such person has signed and agreed to the Operating Agreement of the Surviving Company.

* * * * *

FILED
01 FEB -8 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BOCINSKY FAMILY, L.L.C. a non-qualified Washington entity
,

INTO

FIRST BF HOLDINGS OF FLORIDA, LLC, a Florida entity, L01000000355

File date: February 8, 2001

Corporate Specialist: Tammi Cline