

L02000032030

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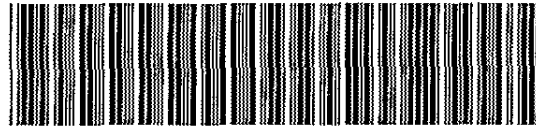
(Business Entity Name)

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ALFRED N. WHITING
1983-1989

December 24, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: *Sphinx Realty, LLC (Florida LLC)*
and
Sphinx Realty Limited Partnership (Delaware LP)

Dear Sir or Madam:

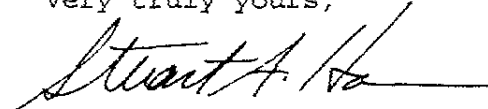
Enclosed are Articles of Merger for the above captioned Florida limited liability company and Delaware limited partnership, together with a check payable to the State of Florida for \$77.50 as the total fee for the merger.

Please send confirmation of this filing to:

Stuart A. Hammer, Esq.
Mountain, Dearborn & Whiting LLP
370 Main Street, Suite 800
Worcester, MA 01608

Thank you for your attention to this matter.

Very truly yours,


Stuart A. Hammer

SAH:kjb

Enclosures

02 DEC 27 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SPHINX REALTY LIMITED PARTNERSHIP, A NON-QUALIFIED DELAWARE
ENTITY

into

SPHINX REALTY, LLC, a Florida entity L02000032030

File date: December 27, 2002

Corporate Specialist: Trevor Brumbley

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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.

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. Sphinx Realty, LLC 44 Massachusetts Avenue Worcester, MA 01602	Florida	LLC

Florida Document/Registration Number: L02000032030 FEI Number: 04-3495889

2. Sphinx Realty Limited Partnership 44 Massachusetts Avenue Worcester, MA 01602	Delaware	LP
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Florida Document/Registration Number: n/a FEI Number: 04-3495889

3.		

Florida Document/Registration Number: _____ FEI Number: _____

4.		

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

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CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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>
<u>Sphinx Realty, LLC</u> <u>44 Massachusetts Avenue</u> <u>Worcester, MA 01602</u>	<u>Florida</u>	<u>LLC</u>

Florida Document/Registration Number: L02000032030 FEI Number: 04-3495889

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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02 DEC 27 AM 9:52
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF HILLSBORO, FLORIDA

APPROVED
FILED

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>
Sphinx Realty, LLC	Florida
Sphinx Realty Limited Partnership	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Sphinx Realty, LLC	Florida

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

None

(Attach additional sheet(s) if necessary)

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CLERK OF DISTRICT
JUDICIAL CIRCUIT
NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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:

The LLC shall transfer 25 Voting Units and 2505 Non-Voting Units of the LLC to the Partnership in exchange for all of the assets of the Partnership.

Each General Partner shall then receive 25 Voting Units of Beneficial Interest in the LLC in exchange for a 1% Interest in the Partnership.

Each Limited Partner shall then receive 1 Non-Voting Unit of Beneficial Interest in the LLC in exchange for 1 Limited Partnership Unit.

- 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

(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

N/A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Maria Penman
44 Massachusetts Avenue
Worcester, MA 01602

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:

None - It is the intention of the Parties that this merger be treated as merely a change in form for Federal Tax Purposes and that the LLC will retain and continue to use the FEI of the Partnership.

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

None

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)