

L99000000849

WOLCOTT, RIVERS, WHEARY, BASNIGHT & KELLY, P.C.

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December 28, 1999

via Fedex - overnight delivery
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400003083734--4
-12/28/99--01039--012
*****77.50 *****77.50

Re: **Articles of Merger**
P & I WOHLGEMUTH, L.L.C.
into P & I WOHLGEMUTH, L.P.

MJH

Dear Sir:

Enclosed are the Articles of Merger for the above-referenced merger of P & I WOHLGEMUTH, L.L.C., a Florida limited liability company, into P & I WOHLGEMUTH, L. P., a Virginia limited partnership. Also enclosed is our check in the amount of \$77.50 to cover the filing fees.

Thank you for your assistance in this matter.

Sincerely,



Neil L. Rose

NLR/jg
Enclosures

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1999 DEC 29 AM 9:49
DIVISION OF CORPORATIONS
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

P & I WOHLGEMUTH, L.L.C., a Florida Limited Liability Company
L99000000849

INTO

P & I WOHLGEMUTH, L.P., corporation not qualified in Florida.

File date: December 29, 1999, effective December 30, 1999

Corporate Specialist: Michelle Hodges

FILED
STATE
DIVISION OF CORPORATIONS
99 DEC 29 AM 9:49

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 and Section 50-73.48:1 et seq. of the Code of Virginia.

The undersigned limited partnership and limited liability company hereby execute the following Articles of Merger:

ONE **Entities**

Merging Entities:

Limited Liability
Company:

P & I Wohlgemuth, L.L.C., a Florida limited liability company

Principal Office: 4439 Woodfield Boulevard
Boca Raton, FL 33434
(Florida) Document No. L99000000849

Limited Partnership: P & I Wohlgemuth, L.P., a Virginia limited partnership

Principal Office: 4439 Woodfield Boulevard
Boca Raton, FL 33434

Surviving Entity: P & I Wohlgemuth, L.P., a Virginia limited partnership

Principal Office: 4439 Woodfield Boulevard
Boca Raton, FL 33434

99 DEC 29 AM 9:49
SECTION 11-1
DIVISION OF CORPORATIONS

TWO **Plan of Merger**

The plan of merger is as follows: See attached Plan of Merger. (The attached plan of merger, meets the requirements of Section(s) 607, 617, 608 and/or 620, Florida Statutes, and Section 50-73.48:1, et seq. of the Code of Virginia and was approved by each entity that is a party to the merger.)

THREE **Approval/Consent by Partners and Members**

As to P & I WOHLGEMUTH, L.L.C., the managers and members approved the foregoing Plan by unanimous consent.

As to P & I WOHLGEMUTH, L.P., the general partner and limited partners approved the foregoing Plan by unanimous consent.

There are no dissenting members, but because the surviving entity is 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 members of the limited liability company that is a party to the merger.

There are no dissenting members, but because the surviving entity is not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay any dissenting members of the Florida limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, 602.205, and/or 608.4384, Florida Statutes.

FOUR
Merger Not Prohibited

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.

FIVE
Effective Date of Merger


The merger shall become effective as of December 30, 1999.

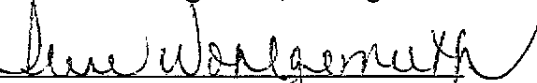
SIX
Compliance

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

IN WITNESS WHEREOF, each of P & I WOHLGEMUTH, L.L.C. and P & I WOHLGEMUTH, L.P. has caused these Articles to be executed in its name by all of its respective managers or general partner this 28th day of December, 1999.

P & I WOHLGEMUTH, L.L.C.

By: 
Peter Wohlgemuth, Manager

By: 
Ilene Wohlgemuth, Manager

P & I WOHLGEMUTH, L.P.

By: J & M WOHLGEMUTH, INC.,
General Partner

By: 
Peter Wohlgemuth, President

**PLAN OF MERGER
OF
P & I WOHLGEMUTH, L.L.C.
INTO
P & I WOHLGEMUTH, L.P.**

This 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, Florida Statutes) is being submitted in accordance with section 607.1108, 608.438, and/or 620.201, Florida Statutes and Section 50-73.48:1, et seq. of the Code of Virginia.

THIS PLAN AND AGREEMENT OF MERGER (hereinafter called "this Agreement") dated as of December 28, 1999, by and between **P & I WOHLGEMUTH, L.L.C.**, a Florida limited liability company, and **P & I WOHLGEMUTH, L.P.**, a Virginia limited partnership (jointly, the "Constituent Entities").

W I T N E S S E T H:

WHEREAS, **P & I WOHLGEMUTH, L.L.C.** is a Florida limited liability company duly organized and existing under the laws of the State of Florida, having had its Certificate of Organization issued and admitted to record with its Articles of Organization on February 5, 1999 and **P & I WOHLGEMUTH, L.P.** is a Virginia limited partnership duly organized and existing under the laws of the Commonwealth of Virginia, having been formed as of December 13, 1999, with its Certificate of Limited Partnership admitted to record in the State Corporation Commission of Virginia on December 13, 1999; and

WHEREAS, the general partner of **P & I WOHLGEMUTH, L.P.** and the managers of **P & I WOHLGEMUTH, L.L.C.** deem it advisable for the general welfare and advantage of the two entities and their respective members and partners that the two entities merge into a single limited partnership pursuant to this Agreement and the two entities respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the Commonwealth of Virginia and the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the Commonwealth of Virginia and the laws of the State of Florida that the two entities shall be merged into a single limited partnership, to-wit: **P & I WOHLGEMUTH, L.P.**, a Virginia limited partnership, one of the two Constituent Entities, and which shall continue its partnership existence and be the partnership surviving the merger (said limited partnership hereafter being sometimes called the "Surviving Limited Partnership"), and **the terms and conditions of the merger** are hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform in the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I
Effective Time of Merger and
Name of Surviving Entity

At the effective time of Merger, the separate existence of **P & I WOHLGEMUTH, L.L.C.** shall cease and **P & I WOHLGEMUTH, L.L.C.** shall be merged into the Surviving Limited Partnership known as **P & I WOHLGEMUTH, L.P.** While for state law purposes the effective time of the merger is upon issuance of the Certificate of Merger, consummation of this Agreement for accounting purposes shall be effected as of December 31, 1999.

ARTICLE II
Partnership Agreement

The Partnership Agreement of **P & I WOHLGEMUTH, L.P.** at the effective time of the Merger shall be the Partnership Agreement of the Surviving Limited Partnership until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE III
General Partners

The general partner of **P & I WOHLGEMUTH, L.P.** at the effective time of the Merger shall be the general partner of the Surviving Limited Partnership. The general partner is:

J & M Wohlgemuth, Inc.
4439 Woodfield Boulevard
Boca Raton, FL 33434

ARTICLE IV
Conversion of Interests in the Merger

The mode of carrying into effect the Merger provided in this Agreement, and the manner and basis of converting the interests of the Constituent Entities into interests in the Surviving Limited Partnership are as follows:

All of the interests of the members of **P & I WOHLGEMUTH, L.L.C.** shall be converted into limited partnership interests in **P & I WOHLGEMUTH, L.P.** However, each of the managers of the limited liability company own, and shall continue to own after the merger, one-half of the stock of the corporate general partner, which corporate general partner shall continue to have a 1% interest in the limited partnership. The managers have agreed to accept those limited partnership interests, and by executing this Plan of Merger, acknowledge that agreement. There are no outstanding rights to acquire interests of the merged party.

ARTICLE V
Effect of Merger

At the effective time of the Merger, the Surviving Limited Partnership shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities, and all the rights, privileges, immunities, powers and franchises of each of the Constituent Entities and all property, real, personal and mixed, and all debts due to either of the Constituent Entities and all property, real, personal and mixed, and all debts due to either of said Constituent Entities on whatever account for all other things in action or belonging to each of the said entities, shall be vested in the Surviving Limited Partnership; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Limited Partnership as they were of the respective Constituent Entities; provided, however, that all the rights of any creditors (none are believed to exist) and any liens upon any property of either of said Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of said Constituent Entities, respectively, shall thenceforth attach to the Surviving Limited Partnership and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Limited Partnership.

ARTICLE VI
Approval of Partners and Members;
Filing of Articles of Merger

This Agreement shall be submitted to the members and partners of each of the Constituent Entities as provided by law. After such adoption and approval, and subject to the conditions contained in this Agreement, Articles of Merger shall be signed, verified and delivered to the State Corporation Commission of the Commonwealth of Virginia and to the Secretary of State, Division of Corporations for the State of Florida.

ARTICLE VII
Street Address of Surviving Entity


The street address of the Surviving Entity's chief executive office is 4439 Woodfield Boulevard, Boca Raton, FL 33434.

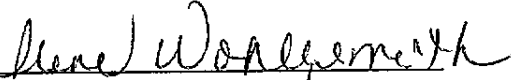
ARTICLE VIII
Required Statement

The merger described herein is permitted by the State of Florida, under whose law the limited liability company of P & I Wohlgemuth, L.L.C. was organized and is permitted by the Commonwealth of Virginia, under whose law the limited partnership of P & I Wohlgemuth, L.P. was formed.

IN WITNESS WHEREOF, this Agreement has been signed by all of the managers and the sole general partner of each of the Constituent Entities, all as of the day and year first above written.

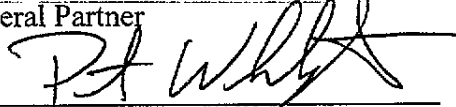
P & I WOHLGEMUTH, L.L.C.

By: 
Peter Wohlgemuth, Manager

By: 
Ilene Wohlgemuth, Manager

P & I WOHLGEMUTH, L.P.

By: J & M WOHLGEMUTH, INC.,
General Partner

By: 
Peter Wohlgemuth, President

By: 
Ilene Wohlgemuth, Secretary

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