

L99000003756

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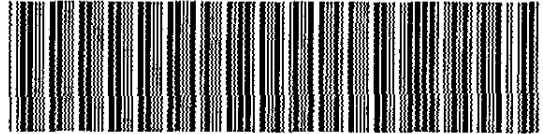
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12/12 merger

L99-3765  
into  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Cameron Group Associates LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. Cameron Group Associates LP  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☒ Dissolution/Withdrawal
- ☒ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

CAMERON GROUP ASSOCIATES L.L.C., a Florida entity (L99000003756)

INTO

CAMERON GROUP ASSOCIATES, LLP, GP0200002302.

File date: December 12, 2002

Corporate Specialist: Brenda Tadlock

## **ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

### **Article I - Merging Entity**

The exact name, street address of its principal office, jurisdiction and entity type for the merging entity, is as follows:

CAMERON GROUP ASSOCIATES, LLC,  
a Florida limited liability company  
600 East Colonial Drive  
Suite 100  
Orlando, Florida 32803  
Florida Document Number: L990000037 56  
Employer Identification Number: 59-3596447

### **Article II - Surviving Entity**

The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity, a Florida limited liability partnership, is as follows:

CAMERON GROUP ASSOCIATES, LLP,  
a Florida limited liability partnership  
600 East Colonial Drive  
Suite 100  
Orlando, Florida 32803  
Florida Document Number: Applied For  
Employer Identification Number: Applied For

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TALLAHASSEE, FLORIDA

### **Article III - Plan of Merger**

The Plan of Merger, which is attached to these Articles of Merger, meets the requirements of Section 608.4382, Florida Statutes, and was approved by each entity that is a party to the merger in accordance with Chapter 608 and Chapter 620, Florida Statutes.

### **Article IV - Required Consent**

The surviving entity has obtained the required consent from each member of the merging entity that as a result if the merger is now a general partner of the surviving entity pursuant to Section 608.4381(2), Florida Statutes.

**Article V - Applicable Law**

The merger is permitted under the respective laws applicable to each entity that is a party to the merger and is not prohibited by the articles of organization or partnership agreement of any entity that is a party to the merger.

**Article VI - Effective Date**

The merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

**Article VII - Articles of Merger**

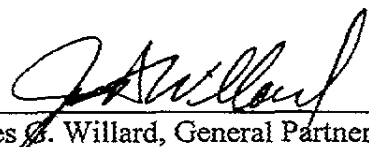
These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 5<sup>th</sup> day of December, 2002.

**MERGING ENTITY:**

A&G PARTNERS LIMITED PARTNERSHIP,  
a Nevada Limited Partnership, Authorized  
Representative

By:

  
James G. Willard, General Partner

**SURVIVING ENTITY:**

A&G PARTNERS LIMITED PARTNERSHIP,  
a Nevada Limited Partnership, Partner

By:

  
James G. Willard, General Partner

  
J. Steven Schrimsher, Partner

## **PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 608.438, 608.4381 and 620.8905, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

### **Article I - Merging Entity**

The name, street address of its principal office, jurisdiction and entity type of the merging entity, is as follows:

CAMERON GROUP ASSOCIATES, LLC,  
a Florida limited liability company  
600 East Colonial Drive  
Suite 100  
Orlando, Florida 32803

### **Article II - Surviving Entity**

The name, street address of its principal office, jurisdiction and entity type of the surviving entity, is as follows:

CAMERON GROUP ASSOCIATES, LLP,  
a Florida limited liability partnership  
600 East Colonial Drive  
Suite 100  
Orlando, Florida 32803

### **Article III - Terms and Conditions**

The terms and conditions of the merger are as follows:

CAMERON GROUP ASSOCIATES, LLC, a Florida limited liability company (the "Company") shall be merged with and into CAMERON GROUP ASSOCIATES, LLP, a Florida limited liability partnership (the "Partnership") (the "Merger"). The members of the Company are the same interest-holders, all of whom hold the same respective interests, as the partners of the Partnership, and all of the members and partners of the Company and the Partnership, respectively, shall combine all of the rights, property and liability of both entities into a single entity under the Merger. Promptly following the execution of this Plan of Merger by the members and partners of the Company and the Partnership, respectively, the Partnership shall file Articles of Merger with the Florida Secretary of State.

#### **Article IV - Basis and Manner of Converting Interests**

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations of the survivor, in whole or in part, into cash or other property are as follows:

The membership interests of each member in the Company, represented as units, shall be converted into an equal number of units in the Partnership, and such Partnership units shall be reflected in a partnership agreement of the Partnership which is to be adopted by all of the partners of the Partnership.

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:

The right to acquire membership interests of the Company shall be converted into an equal right to acquire partnership interests of the Partnership and shall be reflected in a partnership agreement to be adopted by all of the partners of the Partnership.

#### **Article V - Surviving Entity**

The names and addresses of all of the partners of CAMERON GROUP ASSOCIATES, LLP, the surviving entity in this Merger, are:

John M. Rife, Jr.  
427 South New York Avenue  
Winter Park, Florida 32789

A&G PARTNERS LIMITED PARTNERSHIP,  
a Nevada limited partnership  
c/o James G. Willard  
300 South Orange Avenue, Suite 1000  
Orlando, Florida 32801  
Florida Document No.: \_\_\_\_\_

J. Steven Schrimsher  
600 East Colonial Drive, Suite 100  
Orlando, Florida 32803

Frank L. Schrimsher  
600 East Colonial Drive, Suite 100  
Orlando, Florida 32803

Michael A. Schrimsher  
600 East Colonial Drive, Suite 100  
Orlando, Florida 32803