



P02000060229

ACCOUNT NO. : 072100000032

REFERENCE : 610083 4309769

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 87.50

FILED
JUN -5 PM 2:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 5, 2002

ORDER TIME : 11:39 AM

700005692827--1

ORDER NO. : 610083-005

CUSTOMER NO: 4309769

CUSTOMER: Ms. Mary Ann Jackson
Baker Donelson Bearman &
Suite 2000
165 Madison Avenue
Memphis, TN 38103

ARTICLES OF MERGER

BFC 2 L.P.

BK

RECEIVED
02 JUN -5 PM 1:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

INTO

BFC 2 INC.

6 with pay

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BFC 2 L.P., a Delaware limited partnership

INTO

BFC 2 INC., a Florida entity, P02000060229.

File date: June 5, 2002

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 87.50

**ARTICLES OF MERGER OF
BFC 2 LP,
A DELAWARE LIMITED PARTNERSHIP
WITH AND INTO
BFC 2 INC., A FLORIDA CORPORATION**

02 JUN -5 PM 2:14
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 17-101 of the Delaware Revised Uniform Limited Partnership Act and Section 607.1108 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The Agreement and Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to BFC 2 Inc., a Florida corporation, and the surviving corporation to the merger, the Agreement and Plan of Merger was duly adopted by its Board of Directors on May 30, 2002. The approval of the shareholders of BFC 2 Inc. is not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.
3. As to BFC 2 LP, a Delaware limited partnership, the Agreement and Plan of Merger was duly adopted in accordance with the applicable laws of Delaware.
4. The effective date of the merger shall be the date these Articles of Merger are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 31st day of May, 2002.

BFC 2 Inc.,
a Florida corporation

By: Gayle L. Paulson
Title: Vice President

BFC 2 LP, a Delaware limited
partnership by its sole general partner
BFOL 1 Corp

By: Doris Krick
Doris Krick, President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made as of this 31st day of May, 2002, by and between BFC 2 Inc., a Florida corporation (the "Surviving Corporation") and BFC 2 LP, a Delaware limited partnership (the "Merging Entity").

**ARTICLE TWO
RECITALS**

Section 2.1. Surviving Corporation's Capital Stock. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. The Surviving Corporation has authorized capital stock consisting of 1000 shares of common stock, par value .01 per share, 100 of which have been duly issued and are now outstanding.

Section 2.2. Merging Entity's Capitalization. The Merging Entity is a limited partnership duly organized and existing under the laws of the State of Delaware. The sole general partner of Merging Entity is BFOL 1 Corp. and its sole limited partner is BFC I Corp.

Section 2.3. Desire to Merge. The Surviving Corporation and Merging Entity desire to effect a statutory merger of the Merging Entity into the Surviving Corporation in the manner herein set forth. Both partners desire that the merger be characterized as a reorganization described in Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements contained herein, it is hereby agreed by and between the parties hereto that the Merging Entity shall be merged into the Surviving Corporation in accordance with the applicable provisions of the Florida Business Corporation Act, as amended (the "Florida Act") upon the following terms and conditions.

**ARTICLE THREE
PARTIES TO PROPOSED MERGER**

Section 3.1. The Merging Entity. The name of the entity proposing to merge with and into the Surviving Corporation is BFC 2 LP, a Delaware limited partnership.

Section 3.2. The Surviving Corporation. The name of the corporation with and into which the Merging Entity proposes to merge is BFC 2 Inc., a Florida corporation.

**ARTICLE FOUR
TERMS AND CONDITIONS OF PROPOSED MERGER
AND EFFECTIVE DATE OF THE MERGER**

Section 4.1. General. Upon the Effective Date of the Merger (as hereinafter defined):
(a) the Merging Entity shall merge into the Surviving Corporation, which shall survive the

Exhibit "A"-1

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TALLAHASSEE, FLORIDA

merger and continue to be a Florida corporation, governed by the laws of the State of Florida; and (b) the separate existence of the Merging Entity shall cease.

Section 4.2. Effective Date of the Merger. The merger contemplated by this Plan of Merger shall become effective upon the filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Date").

Section 4.3. Authorized Capital Stock. The Authorized Capital stock of the Surviving Corporation following the Effective Date shall remain the same as prior to the effective date unless and until the same shall be changed in accordance with the laws of the State of Florida.

Section 4.4. Principal Office and Registered Agent. The principal office of the Surviving Corporation shall be One Buckeye Drive, Perry, Florida 32348. The name of the registered agent of the Surviving Corporation in the State of Florida shall be Corporation Services Company and the office of the registered agent shall be 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE FIVE MANNER AND BASIS FOR CONVERTING INTERESTS OF THE MERGING ENTITY INTO SHARES OF THE SURVIVING CORPORATION

Upon the Effective Date of the Merger, each partnership interest in the Merging Entity outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without any consideration therefor, with the result that each shareholder of Surviving Corporation will continue to own the same number of shares in Surviving Corporation as it did prior to the Merger.

ARTICLE SIX CHARTER AND BYLAWS OF THE SURVIVING CORPORATION

The Charter of the Surviving Corporation shall remain the Charter of the Surviving Corporation following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof. The Bylaws of the Surviving Corporation shall remain the Bylaws of the Surviving Corporation following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

ARTICLE SEVEN DIRECTORS AND OFFICERS

The directors of the Surviving Corporation in office on the Effective Date of the Merger shall continue as the directors of the Surviving Corporation, and officers of the Surviving Corporation in office on the Effective Date of the Merger shall continue as officers of the Surviving Corporation.

Exhibit "A"-2

ARTICLE EIGHT
APPROVAL OF THE MERGER AND
TERMINATION OF THE MERGING ENTITY

Section 8.1. Corporate Approval of Surviving Corporation. The Plan has been fully and duly approved by the directors of the Surviving Corporation in accordance with the Florida Act.

Section 8.2. Corporate Approval of Merging Entity. The Plan has been fully and duly approved by the partners of the Merging Entity in accordance with the Delaware Revised Uniform Limited Partnership Act.

Section 8.3. Termination. At any time prior to the Effective Date of the Merger, this Plan may be abandoned by the Board of Directors of the Surviving Corporation or by the general partner of the Merging Entity. In the event of such abandonment, this Plan shall become void and neither the Surviving Corporation's nor the Merging Entity's shareholders, directors, partners or officers shall be liable in respect to such abandonment.

BFC 2 LP, a Delaware limited partnership,
by its sole general partner BFOL 1 Corp.

By: _____

Doris Krick
Doris Krick, President

BFC 2 Inc., a Florida corporation

By: _____

Bayle L. Paulson

Title: _____

Vice President

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Exhibit "A"-3