

# V 35049

## FILING COVER SHEET

REFERENCE: 0171.

DATE: 4-30-98 400002506654--5  
-05/01/98-01073-013  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Newport Partners III, Inc.

**FILED**  
 98 APR 30 PM 4:00  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 527 FOR \$ 1,207.50

**RECEIVED**  
 98 APR 30 PM 12:11  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

**PLEASE FILE:**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> ARTICLES OF INC.  | <input type="checkbox"/> AMENDMENT           | <input type="checkbox"/> DISSOLUTION   |
| <input type="checkbox"/> ANNUAL REPORT     | <input checked="" type="checkbox"/> MERGER   | <input type="checkbox"/> WITHDRAWAL    |
| <input type="checkbox"/> QUALIFICATION     | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME   | <input type="checkbox"/> LIMITED LIABILITY   | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1               | <input type="checkbox"/> UCC-3         |

**PROVIDE US WITH:**

- CERTIFIED COPY       CERTIFICATE OF STATUS       STAMPED COPY

400002506654--5  
-04/30/98-01059-015  
 \*\*\*1207.50 \*\*\*1207.50

\_\_\_\_\_  
 Examiner's Initials

5/1

*Jon R. Merger*  
 C.C.

ARTICLES OF MERGER  
Merger Sheet

MERGING:

NEWPORT PARTNERS IV, INC., a Florida corporation, P93000084857  
NEWPORT PARTNERS V, INC., a Florida corporation, P93000084861  
NEWPORT PARTNERS VI, INC., a Florida corporation, P94000035070  
NEWPORT PARTNERS VII, INC., a Florida corporation, P94000052789  
NEWPORT PARTNERS VIII, INC., a Florida corporation, P94000052791  
NEWPORT PARTNERS IX, INC., a Florida corporation, P94000081745  
NEWPORT PARTNERS X, INC., a Florida corporation, P94000081747  
NEWPORT PARTNERS XI, INC., a Florida corporation, P94000081751  
NEWPORT PARTNERS XII, INC., a Florida corporation, P94000081754  
NEWPORT PARTNERS XIII, INC., a Florida corporation, P94000081757  
NEWPORT PARTNERS XIV, INC., a Florida corporation, P94000081763  
NEWPORT PARTNERS XV, INC., a Florida corporation, P95000007342  
NEWPORT PARTNERS XVI, INC., a Florida corporation, P95000008799  
NEWPORT PARTNERS XVII, INC., a Florida corporation, P95000026564  
NEWPORT PARTNERS XVIII, INC., a Florida corporation, P95000075957  
NEWPORT PARTNERS XIX, INC., a Florida corporation, P95000075961  
NEWPORT PARTNERS XX, INC., a Florida corporation, P95000075964  
NEWPORT PARTNERS XXI, INC., a Florida corporation, P95000094530  
NEWPORT PARTNERS XXII, INC., a Florida corporation, P96000026390  
NEWPORT PARTNERS XXIII, INC., a Florida corporation, P96000035702  
NEWPORT PARTNERS XXIV, INC., a Florida corporation, P96000042662  
NEWPORT PARTNERS XXV, INC., a Florida corporation, P96000042667  
NEWPORT PARTNERS XXVI, INC., a Florida corporation, P96000049221  
NEWPORT PARTNERS XXVII, INC., a Florida corporation, P96000049227  
NEWPORT PARTNERS XXVIII, INC., a Florida corporation, P96000049231  
NEWPORT PARTNERS XXIX, INC., a Florida corporation, P96000056300  
NEWPORT PARTNERS XXX, INC., a Florida corporation, P96000068428  
NEWPORT PARTNERS XXXI, INC., a Florida corporation, P96000078895  
NEWPORT PARTNERS XXXII, INC., a Florida corporation, P97000005843  
NEWPORT PARTNERS XXXIII, INC., a Florida corporation, P97000060126  
NEWPORT PARTNERS XXXIV, INC., a Florida corporation, P97000065903  
NEWPORT PARTNERS XXXV, INC., a Florida corporation, P97000099306  
NEWPORT PARTNERS XXXVI, INC., a Florida corporation, P97000099311

INTO

NEWPORT PARTNERS III, INC., which changed its name to NEWPORT PARTNERS, INC.,  
a Florida corporation, V35049.

File date: April 30, 1998

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER  
OF THE FOLLOWING FLORIDA CORPORATIONS  
WITH AND INTO  
NEWPORT PARTNERS III, INC., A FLORIDA CORPORATION:**

**FILED**  
98 APR 30 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NEWPORT PARTNERS IV, INC., NEWPORT PARTNERS V, INC., NEWPORT PARTNERS VI, INC., NEWPORT PARTNERS VII, INC., NEWPORT PARTNERS VIII, INC., NEWPORT PARTNERS IX, INC., NEWPORT PARTNERS X, INC., NEWPORT PARTNERS XI, INC., NEWPORT PARTNERS XII, INC., NEWPORT PARTNERS XIII, INC., NEWPORT PARTNERS XIV, INC., NEWPORT PARTNERS XV, INC., NEWPORT PARTNERS XVI, INC., NEWPORT PARTNERS XVII, INC., NEWPORT PARTNERS XVIII, INC., NEWPORT PARTNERS XIX, INC., NEWPORT PARTNERS XX, INC., NEWPORT PARTNERS XXI, INC., NEWPORT PARTNERS XXII, INC., NEWPORT PARTNERS XXIII, INC., NEWPORT PARTNERS XXIV, INC., NEWPORT PARTNERS XXV, INC., NEWPORT PARTNERS XXVI, INC., NEWPORT PARTNERS XXVII, INC., NEWPORT PARTNERS XXVIII, INC., NEWPORT PARTNERS XXIX, INC., NEWPORT PARTNERS XXX, INC., NEWPORT PARTNERS XXXI, INC., NEWPORT PARTNERS XXXII, INC., NEWPORT PARTNERS XXXIII, INC., NEWPORT PARTNERS XXXIV, INC., NEWPORT PARTNERS XXXV, INC., AND NEWPORT PARTNERS XXXVI, INC.**

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of the above-named Florida corporations, other than Newport Partners III, Inc., ("Newport Partners IV - XXXVI), with and into Newport Partners III, Inc. ("Newport Partners III"), a Florida corporation, with Newport Partners III, being the surviving corporation, is set forth below:

1. Newport Partners IV - XXXVI shall merge with and into Newport Partners III, with Newport Partners III as the surviving corporation.
2. Upon the consummation of the merger of Newport Partners IV - XXXVI with and into Newport Partners III, the separate existence of Newport Partners IV - XXXVI shall cease. Newport Partners III, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Newport Partners III shall not be affected by the merger and upon the merger, Newport Partners III, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Newport Partners IV - XXXVI prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors

and any person or persons dealing with Newport Partners IV - XXXVI shall be preserved and remain unimpaired by the merger, all liens upon the properties of Newport Partners IV - XXXVI shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Newport Partners IV - XXXVI shall henceforth attach to Newport Partners III and may be enforced against Newport Partners III to the same extent as if such obligations and duties had been incurred by Newport Partners III. Additionally, any existing claim or action or proceeding pending by or against Newport Partners III or any of the Newport Partners IV - XXXVI entities may be continued as if the merger did not occur or Newport Partners III may be substituted in such proceedings for any such Newport Partners IV - XXXVI entity.

3. Because the ownership of the outstanding shares of stock of Newport Partners IV - XXXVI and Newport Partners III are identical, at the effective date of the merger, each share of common stock, \$1.00 par value, of Newport Partners III issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger and each share of common stock, \$1.00 par value, of Newport Partners IV - XXXVI issued and outstanding shall be canceled.

4. The Articles of Incorporation and Bylaws of Newport Partners III in effect at the time of the merger shall continue as the Articles of Incorporation and Bylaws of Newport Partners III; provided that Article I of Newport Partners III's Articles of Incorporation shall be amended to change its name to "Newport Partners, Inc."

5. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

#### ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated as of the 16th day of April, 1998.

#### ARTICLE III - EFFECTIVE DATE OF MERGER


The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 16th day of April, 1998.

NEWPORT PARTNERS III, Inc., a Florida  
corporation

By:   
Peter S. Cahall, President

NEWPORT PARTNERS IV, INC.  
NEWPORT PARTNERS V, INC.  
NEWPORT PARTNERS VI, INC.  
NEWPORT PARTNERS VII, INC.  
NEWPORT PARTNERS VIII, INC.  
NEWPORT PARTNERS IX, INC.  
NEWPORT PARTNERS X, INC.  
NEWPORT PARTNERS XI, INC.  
NEWPORT PARTNERS XII, INC.  
NEWPORT PARTNERS XIII, INC.  
NEWPORT PARTNERS XIV, INC.  
NEWPORT PARTNERS XV, INC.  
NEWPORT PARTNERS XVI, INC.  
NEWPORT PARTNERS XVII, INC.  
NEWPORT PARTNERS XVIII, INC.  
NEWPORT PARTNERS XIX, INC.  
NEWPORT PARTNERS XX, INC.  
NEWPORT PARTNERS XXI, INC.  
NEWPORT PARTNERS XXII, INC.  
NEWPORT PARTNERS XXIII, INC.  
NEWPORT PARTNERS XXIV, INC.  
NEWPORT PARTNERS XXV, INC.  
NEWPORT PARTNERS XXVI, INC.  
NEWPORT PARTNERS XXVII, INC.  
NEWPORT PARTNERS XXVIII, INC.  
NEWPORT PARTNERS XXIX, INC.  
NEWPORT PARTNERS XXX, INC.  
NEWPORT PARTNERS XXXI, INC.  
NEWPORT PARTNERS XXXII, INC.  
NEWPORT PARTNERS XXXIII, INC.  
NEWPORT PARTNERS XXXIV, INC.  
NEWPORT PARTNERS XXXV, INC.  
NEWPORT PARTNERS XXXVI, INC.

By:   
Peter S. Cahall, as President of the above  
entities

**PLAN OF MERGER  
OF**

**NEWPORT PARTNERS IV, INC., NEWPORT PARTNERS V, INC.,  
NEWPORT PARTNERS VI, INC., NEWPORT PARTNERS VII, INC.,  
NEWPORT PARTNERS VIII, INC., NEWPORT PARTNERS IX, INC.,  
NEWPORT PARTNERS X, INC., NEWPORT PARTNERS XI, INC.,  
NEWPORT PARTNERS XII, INC., NEWPORT PARTNERS XIII, INC.,  
NEWPORT PARTNERS XIV, INC., NEWPORT PARTNERS XV, INC.,  
NEWPORT PARTNERS XVI, INC., NEWPORT PARTNERS XVII, INC.,  
NEWPORT PARTNERS XVIII, INC., NEWPORT PARTNERS XIX, INC.,  
NEWPORT PARTNERS XX, INC., NEWPORT PARTNERS XXI, INC.,  
NEWPORT PARTNERS XXII, INC., NEWPORT PARTNERS XXIII, INC.,  
NEWPORT PARTNERS XXIV, INC., NEWPORT PARTNERS XXV, INC.,  
NEWPORT PARTNERS XXVI, INC., NEWPORT PARTNERS XXVII, INC.,  
NEWPORT PARTNERS XXVIII, INC., NEWPORT PARTNERS XXIX, INC.,  
NEWPORT PARTNERS XXX, INC., NEWPORT PARTNERS XXXI, INC.,  
NEWPORT PARTNERS XXXII, INC., NEWPORT PARTNERS XXXIII, INC.,  
NEWPORT PARTNERS XXXIV, INC., NEWPORT PARTNERS XXXV, INC.,  
AND NEWPORT PARTNERS XXXVI, INC.  
WITH AND INTO NEWPORT PARTNERS III, INC.**

The Plan of Merger of the above-named Florida corporations, other than Newport Partners III, Inc. ("Newport Partners IV - XXXVI), with and into Newport Partners III, Inc. ("Newport Partners III"), a Florida corporation, with Newport Partners III, being the surviving corporation, is set forth below:

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the merger, and all debts, liabilities, obligations and duties of Newport Partners IV - XXXVI shall henceforth attach to Newport Partners III and may be enforced against Newport Partners III to the same extent as if such obligations and duties had been incurred by Newport Partners III. Additionally, any existing claim or action or proceeding pending by or against Newport Partners III or any of the Newport Partners IV - XXXVI entities may be continued as if the merger did not occur or Newport Partners III may be substituted in such proceedings for any such Newport Partners IV - XXXVI entity.

3. Because the ownership of the outstanding shares of stock of Newport Partners IV - XXXVI and Newport Partners III are identical, at the effective date of the merger, each share of common stock, \$1.00 par value, of Newport Partners III issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger and each share of common stock, \$1.00 par value, of Newport Partners IV - XXXVI issued and outstanding shall be canceled.

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