THIS INSTRUMENT PREPARED BY:
BAKER, DONELSON, BEARMAN
& CALDWELL (LMP)
Suite 1000, 211 Commerce Street
Nashville, Tennessee 37201

CERTIFICATE OF MERGER OF RUTLEDGE HOUSE, LTD., INTO RUTLEDGE HOUSE PARTNERS

Davidson County AGRMTPART
Recvd: 06/28/01 15:46 3pgs
Fees:14.00 Taxes:0.00
20010628-0068737

PURSUANT to the provisions of Tennessee Code Annotated § 61-2-211 the undersigned hereby submits this Certificate of Merger and states as follows:

1. The name of the merging Tennessee domestic limited partnership is **Rutledge House, Ltd.,** which was formed on December 27, 1985 by instrument of record in Book 6750, page 910, Register's Office for Davidson County, Tennessee, as restated by the First Amended and Restated Certificate of Limited Partnership, recorded in Book 6854, Page 193, said Register's Office and as further amended by instruments of record in Book 7545, Page 645, Book 7683, page 399, Book 8767, page 333, Book 8828, Page 461, Book 9204, Page 609, Book 9895, Page 48, Book 10389, Page 444, Book 10998, Page 542 and Book 11746, Page 280, all of record in said Register's Office.

2. The name of the surviving general partnership is **Rutledge House Partners,** which was formed under the laws of Tennessee on June 27, 2001.

3. An Agreement of Merger has been approved and executed by the merging Tennessee domestic limited partnership and by the surviving Tennessee general partnership.

4. The effective date of the merger is June 27, 2001.

5. The Agreement of Merger is on file at 707 Second Avenue South, Nashville, Tennessee 37210, which is a place of business of the surviving Tennessee general partnership.

6. A copy of the Agreement of Merger will be furnished by the surviving Tennessee general partnership upon request and without cost to any partner of the merging Tennessee domestic limited partnership.

7. **Rutledge House Partners** may be served with process in Tennessee in any action, suit or proceeding for the enforcement of any obligation of **Rutledge House, Ltd.,** at 707 Second Avenue South, Nashville, Tennessee 37210.

DATED this 27th day of June, 2001.

RUTLEDGE HOUSE, LTD.

By: Equity Capital Corporation,
Its General Partner

By: _____
Its: _____

RUTLEDGE HOUSE PARTNERS

By: Equity Capital Corporation,
Its Managing Partner

By: _____
Its: _____

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, a Notary Public in and for said State and County, Charles A. Ritzen, with whom I am personally acquainted, or who proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be President of Equity Capital Corporation, the General Partner of **Rutledge House, Ltd.,** a Tennessee limited partnership, and that he as such President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President of the General Partner.

Witness my hand and official seal at Nashville, Tennessee on this 27th day of June, 2001.

Notary Public

My Commission Expires: My Commission Expires MAY 30, 2004

BENJIE P. RUST NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, a Notary Public in and for said State and County, Charles A. Ritzen, with whom I am personally acquainted, or who proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be President of Equity Capital Corporation, the Managing Partner of **Rutledge House Partners,** a Tennessee general partnership, and that he as such President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President of the General Partner.

Witness my hand and official seal at Nashville, Tennessee on this 27th day of June, 2001.

Notary Public

My Commission Expires: My Commission Expires MAY 30, 2004

BENJIE P. RUST NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN