Secretary of State

Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 10/22/03
REQUEST NUMBER: 4943-0345
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/22/03 1208
EFFECTIVE DATE/TIME: 10/22/03 1208
CONTROL NUMBER: 0400941

TO:
WOODBRIDGE CONSTRUCTION INC.
905 TRAVELERS COURT

NASHVILLE, TN 37220

RE:
NOT INCORPORATED/NOT QUAL-GENERAL PARTNERSHIP
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

Davidson County CHARTER
Recvd: 10/22/03 12:39 2pgs
Fees:7.00 Taxes:0.00
20031022-0156304

FOR: ARTICLES OF MERGER

ON DATE: 10/22/03

	FEES	
RECEIVED:	$100.00	$0.00
TOTAL PAYMENT RECEIVED:		$100.00

FROM:
WOODBRIDGE CONSTRUCTION INC
905 TRAVELERS COURT

NASHVILLE, TN 37220-0000

RECEIPT NUMBER: 00003374509
ACCOUNT NUMBER: 00413495

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

FILED
STATE OF TENNESSEE
2003 OCT 22 PM 12:08
RILEY DARNELL
SECRETARY OF STATE

Certificate of Merger

Pursuant to the provisions of Section 48-244-101, et.seq. of the Tennessee Limited Liability Company Act, the undersigned members and partners adopt the following certificate of Merger for the purpose of merging into a Tennessee general partnership.

St. Martin Properties One, LLC, a Tennessee limited liability company, formed July 7, 1998 has merged all its assets, liabilities, and operations with 940Partners, a Tennessee general partnership, formed March 7, 2003. The surviving entity shall be 940Partners, a Tennessee general partnership, and the principal executive office of such surviving entity is 905 Travelers Ct, Nashville, TN 37220.

Chan McCullough is the managing partner of 940Partners, a Tennessee general partnership, and his address is 905 Travelers Ct, Nashville, TN 37220.

A Plan of Merger has been unanimously approved and executed by all the members of St. Martin Properties One, LLC and all the partners of 940Partners, a Tennessee general partnership. The Plan of Merger is on file at the offices of 940Partners at is 905 Travelers Ct, Nashville, TN 37220, and a copy of said Plan of Merger will be furnished without charge, upon request, to any member or partner of either of the entities that were a party to this merger.

This merger shall become effective at 11:59 p.m. on August 1, 2003.

Kenneth L. Dingler, Member of
St. Martin Properties One, LLC and
General Partner of 940Partners,
A Tennessee General Partnership

STATE OF TENNESSEE
DAVIDSON COUNTY

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth L. Dingler, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be a Member of St. Martin Properties One, LLC, a Tennessee limited liability company, and that he as such Member, executed the foregoing instrument with the expressed authority of the other members for the purpose therein contained, by signing the name of St. Martin Properties One, LLC by himself as Member.

Witness my hand and official seal at Nashville, Tennessee, this 1st day of August 2003.

Commission expires 1/29/2005 Notary Public W. John McCullough, Jr.

WILLIAM C. McCULLOUGH JR.
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TN