

# A00000002007

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000000362 3)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4000

*Attn: Sue Deverson  
#910015.0016*

From: Account Name : TRIPP, SCOTT, CONKLIN & SMITH  
Account Number : 075350000065  
Phone : (954) 525-7500  
Fax Number : (954) 761-8475

RECEIVED

01 JAN -3 AM 7:46

DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

### TRIPPEROO FAMILY LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$113.75

01 JAN -3 PM 2:22

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Menu

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

TRIPPEROO NEVADA LIMITED PARTNERSHIP, A NEVADA ENTITY

INTO

TRIPPEROO FAMILY LIMITED PARTNERSHIP, a Florida entity,  
A00000002007

File date: January 3, 2001

Corporate Specialist: Gretchen Harvey

E01000000362

**ARTICLES OF MERGER  
(Plan of Merger Attached)**

of

**TRIPPEROO NEVADA LIMITED PARTNERSHIP,  
a Nevada limited partnership**

with and into

**TRIPPEROO FAMILY LIMITED PARTNERSHIP,  
a Florida limited partnership**

✓  
A00-2007

Pursuant to the provisions of Nevada Revised Statutes Chapter 88, also known as the Uniform Limited Partnership Act, and NRS 92A.100 to 92A.180, inclusive, and NRS 92A.200 to 92A.240, inclusive of the Nevada Business Corporation Act (collectively, the "Nevada Act"), and pursuant to the provisions of Section 620.203, Florida Statutes, each of Tripperoo Nevada Limited Partnership, a Nevada limited partnership (the "Merging LP") and Tripperoo Family Limited Partnership, a Florida limited partnership (the "Surviving LP") adopt the following Articles of Merger (the "Articles") and certifies as follows:

1. Tripperoo Nevada Limited Partnership, a Nevada limited partnership, c/o 3800 Howard Hughes Parkway, 7<sup>th</sup> Floor, Las Vegas, NV 89109; FEI Number: 860845414; File Number: 2282-96.
2. Tripperoo Family Limited Partnership, a Florida limited partnership, c/o 110 S.W. 6<sup>th</sup> Street, 15<sup>th</sup> Floor, Ft. Lauderdale, FL 33301; FEI Number: Applied For; Florida Document Number: A00000002007.
3. A Plan of Merger, a copy of which is attached hereto and incorporated hereby by reference as Exhibit "A" (the "Plan"), has been duly authorized, approved and adopted by (i) the sole general partner of the Merging LP in accordance with NRS 92A.140 of the Nevada Act; (ii) a majority-in-interest of the Limited Partners of the Merging LP in accordance with NRS 92A.140 of the Nevada Act, (iii) the sole general partner of the Surviving LP in accordance with Section 620.203, (iv) a majority-in-interest of the Limited Partners of the Surviving LP in accordance with Section 620.203, Florida Statutes. The Plan provides for the merger (the "Merger") of the Merging LP into the Surviving LP, with the Surviving LP being the surviving entity in the Merger.

FILED  
JAN - 6  
2001  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Prepared by: Christine P. Yates, Esq.  
FL Bar No. 122653  
Tripp Scott, PA  
P.O. Box 14245  
Ft. Lauderdale, FL 33302  
(954) 525-7500

E01000000362

E01000000362

4. The Plan was (i) duly authorized, approved and adopted by the sole General Partner and by a majority-in-interest of the Limited Partners of the Merging LP, by all action required by the laws under which it was formed and by its constituent documents, on November 27, 2000, and (ii) duly authorized, approved and adopted by the sole General Partner and by a majority-in-interest of the Partners of the Surviving LP, by all action required by the laws under which it was formed and by its constituent documents, on December 22, 2000.
5. The effective date of the Merger shall be the date on which the Articles of Merger are filed with the Florida Department of State.
6. A copy of the executed Plan shall be on file at the principal office of the Surviving LP located at 110 S.E. 6<sup>th</sup> Street, 15<sup>th</sup> Floor, Ft. Lauderdale, FL 33301.
7. The Surviving LP shall be responsible for the payment of all fees of the Merging LP, and will be obligated to pay such fees if same are not timely paid.
8. The Merger is permitted under the respective laws of Nevada and Florida and is not prohibited by the Agreement of Limited Partnership of either the Merging LP or the Surviving LP.
9. The Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.
10. This Certificate complies with and was executed in accordance with the laws of Nevada and Florida.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -3 PM 2:22

E01000000362

JAN. 2.2001 6:15PM

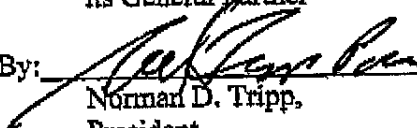
NO.991 P.4

H01000000362

IN WITNESS WHEREOF, the parties hereto have caused the Articles of Merger to be executed this 1<sup>st</sup> day of January, 2001 by each of their duly authorized representatives.

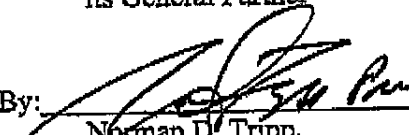
**TRIPPEROO NEVADA LIMITED  
PARTNERSHIP**, as the Merging Limited Partnership

By: **TRIPPEROO NEVADA, INC.**,  
its General Partner

By:   
Norman D. Tripp,  
President

**TRIPPEROO FAMILY LIMITED  
PARTNERSHIP**, as the Surviving Limited Partnership

By: **TRIPPEROO FAMILY, INC.**,  
its General Partner

By:   
Norman D. Tripp,  
President

FILED  
01 JAN -3 PM 2:22  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

H01000000362

DocId: 235538 Ver#: 1910015:0016

JAN. 2.2001 6:15PM

NO.991 P.5

H01000000362

**EXHIBIT "A"**

**Plan of Merger**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -3 PM 2:22

H01000000362

H01000000362

**PLAN OF MERGER**

This Plan of Merger (the "Plan"), having been approved and adopted on November 27, 2000 by Tripperoo Nevada Limited Partnership, a Nevada limited partnership (the "Merging LP") in accordance with NRS 92A.140 of the Nevada Act (as such term is described in the Articles of Merger), and on December 22, 2000 by Tripperoo Family Limited Partnership, a Florida limited partnership (the "Surviving LP"), in accordance with Section 620.203 of the Florida Act (as such term is described in the Articles of Merger), pertains to the merger of the Merging LP with and into the Surviving LP (the Merging LP and the Surviving LP shall be collectively referred to hereinafter as, the "Constituent Entities").

**RECITALS**

A. The General Partners, as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and their respective limited partners, that the Merging LP be merged (the "Merger") with and into the Surviving LP on the terms and subject to the conditions set forth herein.

B. The Surviving LP was organized in the State of Florida on the 22nd day of December, 2000 under the name Tripperoo Family Limited Partnership; and shall be the surviving limited partnership in the Merger. A copy of the Surviving LP's Certificate of Limited Partnership is attached hereto as Exhibit "A".

C. The Merging LP was organized in the State of Nevada on the 27th day of December, 1996 under the name Tripperoo Nevada Limited Partnership and shall be the merging limited partnership in the Merger.

D. The Partners of the Merging LP are the owners and holders of one hundred percent (100%) of the partnership interests in the Merging LP (the "Nevada Partnership Interests"). The Texas Partnership Interests are held as follows:

- 1) One percent (1%) of the Nevada Partnership Interests (the "Tripperoo Nevada Interest") to Tripperoo Nevada, Inc., a Nevada corporation, the sole General Partner; and
- 2) Ninety-nine percent (99%) of the Nevada Partnership Interests (the "NJL Interest") to Norman D. Tripp and Jane G. Tripp, as Tenants by the Entirety, the sole Limited Partner.

Prepared by: Christine P. Yates, Esq.  
FL Bar No. 122633  
Tripp Scott, P.A.  
PO Box 14245  
Ft. Lauderdale, FL 33302  
(954) 525-7500

H01000000362

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -3 PM 22

H01000000362

E. The Partners of the Surviving LP are the owners and holders of one hundred percent (100%) of the partnership interests in the Surviving LP (the "Florida Partnership Interests"). The Florida Partnership Interests are held as follows:

- 1) One percent (1%) of the Florida Partnership Interests (the "Tripperoo Florida Interest") to Tripperoo Family, Inc., a Florida corporation, the sole General Partner; and
- 2) Ninety-nine percent (99%) of the Florida Partnership Interests (the "NJTripp Interest") to Norman D. Tripp and Jane G. Tripp, as Tenants by the Entirety, the sole Limited Partner.

#### ARTICLE I The Merger

At the Effective Time (as defined in Article III(A) hereof), the Merging LP shall be merged with and into the Surviving LP in accordance with the provisions of NRS 92A.100 to 92A.180, inclusive, and NRS 92A.200 to 92A.240, inclusive of the Nevada Business Corporation Act (the "Nevada Act") and Section 620.204, Florida Statutes, and the separate existence of the Merging LP shall cease and the Surviving LP shall thereafter continue as the surviving entity under the laws of the State of Florida.

A. At the Effective Time, the Certificate of Limited Partnership and the Agreement of Limited Partnership of the Surviving LP, as in effect immediately prior to the Effective Time, shall be the Certificate of Limited Partnership and Agreement of Limited Partnership of the Surviving LP.

B. At the Effective Time, the General Partner and the Limited Partner of the Surviving LP shall be the General Partner and Limited Partner of the Surviving LP.

C. At the Effective Time, the General Partner and the Limited Partner of the Surviving LP appoint the secretary of state of Nevada as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting owners of the Merging LP. Service of such process must be made by personally delivering to and leaving with the secretary of state duplicate copies of the process and the payment of a fee of \$25 for accepting and transmitting the process. The secretary of state shall forthwith send by registered or certified mail one of the copies to the Surviving LP at its specified address.

D. To agree that it will promptly pay to the dissenting owners of the Merging LP the amount, if any, to which they are entitled under or created pursuant to NRS 92A.300 to 92A.500, inclusive.

H01000000362



H01000000362

## ARTICLE II.

### Manner and Basis of Converting Ownership Interest and Other Rights

At the Effective Time, the Nevada Partnership Interests shall be conveyed to and become the Florida Partnership Interests in the following manner:

- 1) One percent (1%) of the Tripperoo Nevada Interest shall be conveyed to and become the Tripperoo Florida Interest; and
- 2) Ninety-nine percent (99%) of the NJT Interest shall be conveyed to and become the NJTripp Interest.

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging LP or any of its members to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving LP.

## ARTICLE III.

### Effect of Merger

A. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging LP shall vest in the Surviving LP, and all debts, liabilities, duties and obligations of the Merging LP shall become liabilities and obligations of the Surviving LP.

## ARTICLE IV.

### Miscellaneous

A. A copy of the executed Plan shall be on file at the principal office of the Surviving LP located at 110 S.E. 6<sup>th</sup> Street, 15<sup>th</sup> Floor, Ft. Lauderdale, FL 33301.

B. No amendments or changes have been made to the Certificate of Limited Partnership of the Surviving LP.

C. A copy of the Plan is being furnished by the Surviving LP to each Partner that is a party to the Merger at least twenty (20) days prior to the Effective Date.

H01000000362

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN - 3 PM 2:22

JAN. 2.2001 6:16PM

NO.991 P.9

H01000000362

**EXHIBIT "A"**

**Certificate of Limited Partnership of the Surviving LP**


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -3 PM 2:22

H01000000362

Doc#: 235603 Ver#: 1 910015:0016

H01000000362

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Affidavit and Certificate of Limited Partnership of TRIPPERCO FAMILY LIMITED PARTNERSHIP, a Limited Partnership organized under the laws of the state of Florida, filed on December 22, 2000, as shown by the records of this office.

I further certify the document was electronically received and filed under FAX audit number H00000066805. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this limited partnership is A00000002007.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-second day of December, 2000

Authentication Code: 400A00064267-122200-A00000002007-1/1



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

H01000000362

H01000000362

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TRIPPEROO FAMILY LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Tripperoo Family Limited Partnership.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is c/o 110 SE 6<sup>th</sup> Street, 15<sup>th</sup> Floor, Ft. Lauderdale, FL 33301.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Christine P. Yates, Esq., Tripp Scott, P.A., 110 SE 6<sup>th</sup> Street, 15<sup>th</sup> Floor, Ft. Lauderdale, FL 33301.
4. The name and business address of the General Partner of the Partnership is as follows:  
  
Tripperoo Family, Inc.  
c/o 110 SE 6<sup>th</sup> Street, 15<sup>th</sup> Floor  
Ft. Lauderdale, FL 33301
5. A mailing address for the Partnership is as follows:  
  
c/o 110 SE 6<sup>th</sup> Street, 15<sup>th</sup> Floor  
Ft. Lauderdale, FL 33301
6. The latest date upon which the Partnership is to dissolve is December 31, 2040, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 22<sup>nd</sup> day of December, 2000.

**GENERAL PARTNER:**

TRIPPEROO FAMILY, INC.,  
a Florida corporation

By: 

Norman D. Tripp

Prepared by: Christine P. Yates, Esq.  
Bar No. 122653  
Tripp Scott, PA  
P.O. Box 14245  
Ft. Lauderdale, FL 33302  
(954)525-7500

H01000000362

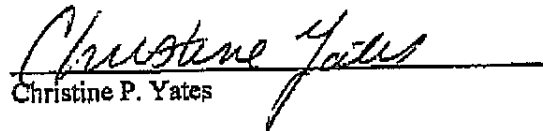
JAN. 2.2001 6:17PM

NO.991 P.12

H01000000362

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Tripperoo Family Limited Partnership by accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act (1986).

  
Christine P. Yates

H01000000362

H01000000362

**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF THE LIMITED PARTNER OF  
TRIPPEROO FAMILY LIMITED PARTNERSHIP**

BEFORE ME, the undersigned President of the sole General Partner of Tripperoo Family Limited Partnership ("Partnership"), a Florida limited partnership, certifies as follows:

The limited partner's contribution to the Partnership totals \$990 at this time and it is anticipated that future contributions of the limited partner is \$0.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

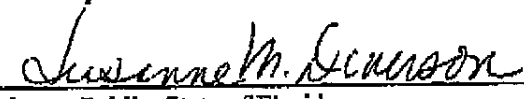
  
\_\_\_\_\_  
Norman D. Tripp, President

STATE OF FLORIDA       )  
                                  )  
COUNTY OF BROWARD    )       ss.:

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of December, 2000, by Norman D. Tripp, as President of Tripperoo Family, Inc. on behalf of the corporation. He is personally known to me or who has produced None as identification.



Susanna M. Deverson  
Commission # CC 953674  
Expires Aug. 21, 2004  
Bonded Through  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Notary Public, State of Florida

Susanna M. Deverson  
\_\_\_\_\_  
Printed Name of Notary Public

CC 953674  
\_\_\_\_\_  
Commission or Serial Number

My Commission Expires: 8-21-04

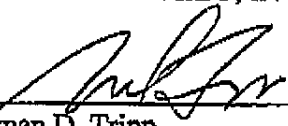
H01000000362

CONSENT TO USE OF NAME

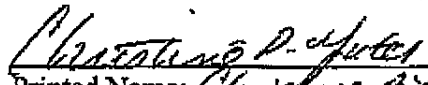
I, Norman D. Tripp, President of TRIPPEROO FAMILY, INC., consents to allow the name TRIPPEROO FAMILY to be used by TRIPPEROO FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, for use as a domestic limited partnership in Florida.


Dated: December 22, 2000

TRIPPEROO FAMILY, INC.

By:   
Norman D. Tripp  
President

In the presence of:

  
Printed Name: Christine M. DeVerson

  
Printed Name: Susan M. DeVerson

H01000000362