



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 25, 2008

LISA NOELL
SAUL EWING LLP
500 E. PRATT STREET, 8TH FLOOR
BALTIMORE, MD 21202-3171

SUBJECT: EUROCAPITAL PARTNERS LLC
Ref. Number: L08000038115

We have received your document for EUROCAPITAL PARTNERS LLC and check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company: 25.00	
For each Corporation: 35.00	
For each General Partnership: 25.00	
All Others:	25.00

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 508A00025206

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EuroCapital Partners LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Lisa Noell, Paralegal
(Contact Person)

Saul Ewing LLP
(Firm/Company)

500 E. Pratt Street, 8th Floor
(Address)

Baltimore, MD 21202-3171
(City, State and Zip Code)

For further information concerning this matter, please call:

Lisa Noell at (410) 332-8792
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EuroCapital Advisors LLC	Massachusetts	LLC
EuroCapital Partners LLC	Florida	LLC

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EuroCapital Partners LLC	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

n/a

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: n/a

Mailing address: n/a

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>EuroCapital Advisors LLC</u>	<u><i>Donald W. Dick, Jr.</i></u>	<u>Donald W. Dick, Jr.</u>
<u>EuroCapital Partners LLC</u>	<u><i>Donald W. Dick, Jr.</i></u>	<u>Donald W. Dick, Jr.</u>

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EuroCapital Advisors LLC	Massachusetts	LLC
EuroCapital Partners LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EuroCapital Partners LLC	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

All assets and liabilities of the Massachusetts LLC will be transferred to the Florida LLC.

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(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The same interest in the Massachusetts LLC will be exchanged
for identical interest in the Florida LLC.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The Florida LLC will adopt the Operating Agreement of the
Massachusetts LLC so they will be identical.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

n/a

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

n/a

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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