A96000002100

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

LP — 78.75

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/08/05--01006--012 **78.75

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FILED
05 DEC -7 PM 4:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
05 DEC -6 AM 11:28
DIVISION OF CORPORATION

FILINGS, INC. TERESA ROMAN
(Requestor's Name)
2805 LITTLE DEAL ROAD
(Address)
TALLAHASSEE, FLORIDA 32308 385-6735
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Knight Holding, LTD
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

[X] Walk in [X] Pick up time 2.00 [X] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
X	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials	

CR2E031(10/92)

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
05 DEC -7 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 6, 2005

FILINGS

TALLAHASSEE, FL

SUBJECT: TRIPLE S HOLDINGS, LTD.
Ref. Number: A96000002100

We have received your document for TRIPLE S HOLDINGS, LTD. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your $78.75 payment.

When you are filing a merger involving limited partnerships, the fee is $52.50 for each limited partnership in the merger. And when a limited partnership is the survivor, the fee for the certified copy is $52.50.

The total amount required to file this merger and to obtain a certified copy is $157.50.

Please resubmit your merger with a check for an ADDITIONAL $78.75.

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

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 905A00070617

RECEIVED
05 DEC -7 AM 11:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MARK J. NOWICKI

LAWYER

480 MAPLEWOOD DRIVE, SUITE 2

JUPITER, FL 33458-5845

MARK J. NOWICKI
ALSO ADMITTED IN COLORADO
AND MONTANA

OF COUNSEL
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05 DEC -7 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 5, 2005

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Knight Holdings, Ltd. [Disappearing Entity]
Triple S. Holdings, Ltd. [Surviving Entity]

Dear Madam:

Enclosed, you will find the Articles of Merger and Plan of Merger pursuant to which Knight Holdings, Ltd. shall be merged into Triple S Holdings, Ltd.

Also enclosed, you will find filing fees computed as follows:

One corporation [disappearing entity]	$35.00
One corporation [surviving entity]	$35.00
Certified copy of Certificate of Merger for corporation	$ 8.75
Total enclosed	$78.75

Kindly provide the certified copy of the Certificate of Merger upon the completion of this transaction.

If you have any questions, please contact me directly.

Sincerely,

Mark J. Nowicki

MJN/cld
Enclosures

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ARTICLES OF MERGER

The following Articles of Merger executed this 17th day of October, 2005 are being submitted in accordance with §§607.1109, 608.4382, and/or 620.203, Florida Statutes.

FILED
05 DEC -7 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction and entity type of each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Knight Holdings, Ltd. 205 S.W. 1st Street Belle Glade, FL 33430	Florida	Limited Partnership

Florida Doc./Reg. Number: A30884

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Triple S. Holdings, Ltd. 205 S.W. 1st Street Belle Glade, FL 33430	Florida	Limited Partnership

Florida Doc./Reg. Number: A96000002100

THIRD: The attached Plan of Merger meets the requirements of §§607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as it agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under §§607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each

shareholder, member or person that as a result of the merger is now a general partner or the surviving entity pursuant to §§607.1108(5), 608.4381(2) and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the date of filing of these Articles of Merger with the Florida Secretary of State.

TENTH: The Articles of merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Upon completion of the merger, the name and address of the General Partner of the surviving party shall be:

Three Sams, Inc.
205 S.W. 1st Street
Belle Glade, FL 33430

TWELFTH: Signatures for each party are as follows:

KNIGHT HOLDINGS, LTD.
KNIGHT MANAGEMENT, INC., General Partner

Date: October 17, 2005

By: _____
Steven L. Williams, Authorized Officer

TRIPLE S HOLDINGS, LTD.
THREE SAMS, INC., General Partner

Date: October 17, 2005

By: _____
Steven L. Williams, Authorized Officer

PLAN OF MERGER

The following Plan of Merger was adopted and approved this 17th day of October, 2005 by each undersigned party to the merger in accordance with §§607.1107, 617.1103, 608.4381 and/or 620.202 and is being submitted in accordance with §§607.1108, 608.438 and/or 620.201, Florida Statutes.

ARTICLE I: The exact name and jurisdiction of each merging party ("Disappearing Entity") are as follows:

Name	Jurisdiction
KNIGHT HOLDINGS, LTD.	Florida

ARTICLE II: The exact name and jurisdiction of the surviving party ("Surviving Entity") are as follows:

Name	Jurisdiction
TRIPLE S HOLDINGS, LTD. (the "Company")	Florida

ARTICLE III: THE MERGER

(a) Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined in paragraph (b) below) each Disappearing Entity shall be merged (the "Merger") with and into the Surviving Entity in accordance with Florida Law whereupon the separate existence of each Disappearing Entity shall cease, and the Surviving Entity shall continue as set forth in Article IV, below.

(b) The parties hereto shall cause the Merger to be consummated by filing Articles of Merger with the Florida Secretary of State in such form as required by, and executed in accordance with the relevant provisions of Florida Law and the parties hereto shall make all other filings or recordings required pursuant to Florida Law in connection with the Merger. The Merger shall become effective as of the date of filing of the above referenced Articles of Merger (the "Effective Time").

(c) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Florida Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all property, rights, privileges, powers and franchises of each Disappearing Entity shall vest in the Surviving Entity, and all debts, liabilities and duties of each Disappearing Entity shall become the debts, liabilities and duties of the Surviving Entity.

ARTICLE IV: TERMS AND CONDITIONS OF THE MERGER

(a) Certificate of Limited Partnership. Subject to Article VI below, the Certificate of Limited Partnership of the Surviving Entity shall continue as such.

(b) Partnership Agreement. Subject to Article VI below, the Partnership Agreement of the Surviving Entity shall continue as such.

(c) Manager and Members. Subject to Article VI below, the Partners of the Surviving Entity shall continue as such.

(d) Registered Agent. The Registered Agent of the Surviving Entity shall continue as such.

ARTICLE V: CONVERSION OF UNITS

(a) In General. The manner and basis of converting the interests, shares, obligations or other securities of each Disappearing Entity into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as specified at paragraphs (b) and (c) below.

(b) Conversion of Shares. At the Effective Time, the units of General and Limited Partnership Interest of each Disappearing Entity (the "Units") outstanding immediately prior to the Effective Time shall be canceled and extinguished and converted into the right to receive the Merger Consideration (as defined in at paragraph (c) below) payable to the Partners of each Disappearing Entity upon surrender of the certificates representing the Units.

(c) Merger Consideration. The Merger Consideration for the Units shall be 100 Units of Limited Partnership Interest of the Surviving Entity (the "Newly Issued Units"). The Merger Consideration shall be payable in full at the Effective Time. Each 1 Unit shall be exchanged for 1 Newly Issued Unit.

(d) The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: N/A

ARTICLE VI: If a Limited Partnership is the surviving entity, the name and address of the General Partner is as follows:

Three Sams, Inc.
205 S.W. 1st Street
Belle Glade, Florida 33430

ARTICLE VII: Signatures for each party are as follows:

KNIGHT HOLDINGS, LTD.
KNIGHT MANAGEMENT, INC., General Partner

Date: October 17, 2005

By: _____
Steven L. Williams, Authorized Officer

TRIPLE S HOLDINGS, LTD.
THREE SAMS, INC., General Partner

Date: October 17, 2005

By: _____
Steven L. Williams, Authorized Officer