

LO70000 76954

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

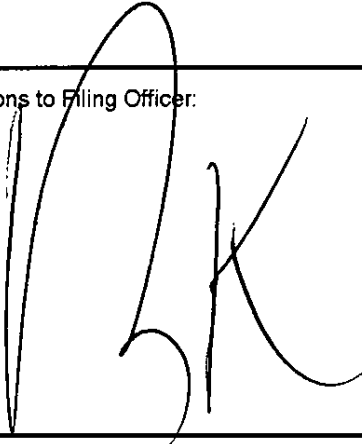
PICK-UP     WAIT     MAIL

(Business Entity Name)

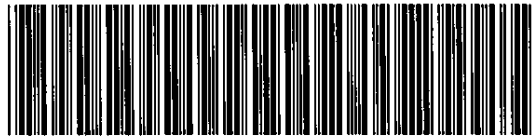
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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07 SEP 28 AM 8:45  
STATE DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
07 SEP 28 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 249026 4306525  
AUTHORIZATION :  
COST LIMIT : \$ ~~75.00~~

FILED  
07 SEP 28 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 27, 2007  
ORDER TIME : 4:48 PM  
ORDER NO. : 249026-005  
CUSTOMER NO: 4306525

130.00

2950

ARTICLES OF MERGER

SELMA KRAMER FAMILY LIMITED  
PARTNERSHIP

INTO

SELMA KRAMER FAMILY LLC

RECEIVED  
07 SEP 28 AM 8:44  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley

2930

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF MERGER  
OF  
SELMA KRAMER FAMILY LIMITED PARTNERSHIP  
AND  
SELMA KRAMER FAMILY LIMITED PARTNERSHIP NO. 2  
WITH AND INTO  
SELMA KRAMER FAMILY LLC**

**FILED**  
07 SEP 28 AM 10:02  
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TALLAHASSEE, FLORIDA

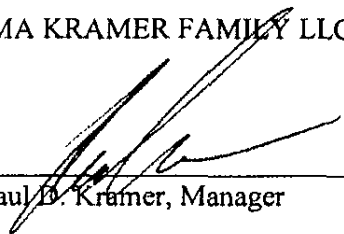
The undersigned, in accordance with the provisions of Section 608.4382 of the Florida Statutes and Section 42:2A-73 of the New Jersey Statutes, hereby certify as follows:

1. The names of the business entities which are being merged are Selma Kramer Family Limited Partnership, a New Jersey limited partnership and Selma Kramer Family Limited Partnership No. 2, a New Jersey limited partnership (the "Partnerships").
2. The name of the surviving business entity is Selma Kramer Family LLC, a Florida limited liability company (the "Company").
3. The attached Plan of Merger was approved by the Company in accordance with the applicable provisions of Chapter 608, Florida Statutes.
4. The attached Plan of Merger was approved by each of the Partnerships in accordance with the applicable provisions of Section 42:2A-73 of the New Jersey Statutes.
5. This Certificate of Merger may be signed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the undersigned acknowledge that they are authorized to sign this Certificate of Merger on behalf of the Partnerships and the Company, and they hereby execute this Certificate of Merger as of July 26, 2007.

SELMA KRAMER FAMILY LLC

By: \_\_\_\_\_

  
Paul D. Kramer, Manager

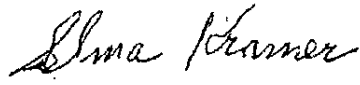
SELMA KRAMER FAMILY LIMITED PARTNERSHIP

By: \_\_\_\_\_

  
Selma Kramer, General Partner

SELMA KRAMER FAMILY LIMITED PARTNERSHIP NO. 2

By: \_\_\_\_\_

  
Selma Kramer, General Partner

## PLAN OF MERGER

1. The names of the business entities which are being merged are Selma Kramer Family Limited Partnership, a New Jersey limited partnership and Selma Kramer Family Limited Partnership No. 2, a New Jersey limited partnership (the "Partnerships").

2. The name of the surviving business entity is Selma Kramer Family LLC, a Florida limited liability company (the "Company" and sometimes the "Surviving Company").

3. The terms and conditions of the merger are as follows: the Partnerships shall be merged with and into the Surviving Company (the "Merger") as of the effective date of the merger which shall be the date on which a Certificate of Merger is filed with the Secretary of State of Florida (the "Effective Date").

4. The manner and basis of converting the interests in the Partnerships into the interests in the Surviving Company and the interests of the Members of the Company to interests in the Surviving Company, or in whole or in part, into cash or other property is as follows:

(a) Each partner in each of the Partnerships (a "Partner") shall become a member of the Surviving Company on the Effective Date;

(b) Since each Partner has an identical percentage interest in each of the Partnerships and in the Surviving Company, each Partner's percentage interest in the Partnerships and the Company which is outstanding on the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into an identical percentage interest in the Surviving Company, which interests shall constitute all of the outstanding interests in the Surviving Company as of the Effective Date;

(c) The aggregate capital account of each Partner in both of the Partnerships and the Company on the Effective Date shall, by virtue of the Merger and without any action on the part of the parties, be converted into a capital account with the same aggregate amount in the Surviving Company; and

(d) Each interest in the Partnerships and the Surviving Company outstanding immediately prior to the Effective Date shall be immediately surrendered, retired and cancelled for no consideration.