

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**KRW PENNSYLVANIA, LIMITED PARTNERSHIP**

Certificate of Status	1
Certified Copy	1
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EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
KRW INVESTMENTS, LLC,
A PENNSYLVANIA LIMITED LIABILITY COMPANY
INTO
KRW PENNSYLVANIA, LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

KRW Pennsylvania, Limited Partnership, a Florida limited partnership ("LP"), hereby delivers to the Florida Department of State for filing, the following Articles of Merger for the merger of KRW Investments, LLC, a Pennsylvania limited liability company ("LLC"), with and into LP. LP shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by LP in accordance with Section 620.202, Florida Statutes.
3. The foregoing Plan of Merger was approved by LLC in accordance with the respective laws of all applicable jurisdictions.
4. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.
5. The effective date of the merger is December 31, 2005.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities.

**KRW PENNSYLVANIA, LIMITED PARTNERSHIP,
a Florida limited partnership**

By: Roskamp Management Company, LLC,
a Delaware limited liability company
As its General Partner

By: 
Robert G. Roskamp
Its Manager

**KRW INVESTMENTS, LLC,
a Pennsylvania limited liability company**

By: 
Robert G. Roskamp, Individually
Its Member

{Signatures continued on next page}

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By: ROSKAMP MANAGEMENT COMPANY, LLC,
a Delaware limited liability company, Its
Member

By: 
Robert G. Roskamp
Its Manager

By: _____
Paul H. Woodruff, Individually
Its Member

By: PDK, LLC, a Florida limited liability company,
Its Member

By: PHILIP D. KALTENBACHER 2000
IRREVOCABLE TRUST U/A/D
2/25/2000

By: _____
Gail Kurz, Trustee

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By: ROSKAMP MANAGEMENT COMPANY, LLC,
a Delaware limited liability company, Its
Member

By: _____
Robert G. Roskamp
Its Manager

By: Paul H. Woodruff
Paul H. Woodruff, Individually
Its Member

By: PDK, LLC, a Florida limited liability company,
Its Member

By: PHILIP D. KALTENBACHER 2000
IRREVOCABLE TRUST U/A/D
2/25/2000

By: _____
Gail Kurz, Trustee

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By: ROSKAMP MANAGEMENT COMPANY, LLC,
a Delaware limited liability company, Its
Member

By: _____
Robert G. Roskamp
Its Manager

By: _____
Paul H. Woodruff, Individually
Its Member

By: PDK, LLC, a Florida limited liability company,
Its Member

By: PHILIP D. KALTENBACHER 2000
IRREVOCABLE TRUST U/A/D
2/25/2000

By:  _____
Gail Kurz, Trustee

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EXHIBIT A

**PLAN OF MERGER
OF KRW INVESTMENTS, LLC,
A PENNSYLVANIA LIMITED LIABILITY COMPANY
WITH AND INTO
KRW PENNSYLVANIA, LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

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KRW Investments, LLC, a Pennsylvania limited liability company, and KRW Pennsylvania, Limited Partnership, a Florida limited partnership, hereby adopt and approve the following plan as the Plan of Merger required by Sections 608.4382 and 620.201, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are KRW Pennsylvania, Limited Partnership, a Florida limited partnership ("LP"), and KRW Investments, LLC, a Pennsylvania limited liability company ("LLC"). As a result of the merger, LLC shall be merged with and into LP. LP shall be the surviving business entity.
2. The merger shall be effective on December 31, 2005 (the "Effective Date").
3. As a result of the merger, the membership interest of the members of LLC shall be cancelled. All consideration passing from the LP to the members of LLC, as a consequence of this merger or any related transaction, shall be solely in exchange for such cancellation. The members of LLC shall have no rights to acquire partnership interests in LP. No change shall occur in the partnership interests of LP.
4. The name and address of the general partner for LP is Roskamp Management Management Company, LLC, a Delaware limited liability company, 2040 Whitfield Avenue, Sarasota, Florida 34243.
5. This plan shall be submitted to the Members and Manager of LLC for approval. This plan shall be submitted to the Partners of LP for approval. The Certificate of Limited Partnership of LP will not differ from its Certificate before the merger and each partner of LP having a partnership interest in LP immediately prior to the Effective Date will hold the same partnership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
6. The Members and Manager of LLC and the Partners of LP are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
7. There are no other terms of or conditions to the merger.

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IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Members of LLC and the general partner of LP.

**KRW PENNSYLVANIA, LIMITED PARTNERSHIP,
a Florida limited partnership**

By: Roskamp Management Company, LLC,
a Delaware limited liability company
As its General Partner

By: 
Robert G. Roskamp
Its Manager

**KRW INVESTMENTS, LLC,
a Pennsylvania limited liability company**

By: 
Robert G. Roskamp, Individually
Its Member

By: ROSKAMP MANAGEMENT COMPANY, LLC,
a Delaware limited liability company, Its
Member

By: 
Robert G. Roskamp
Its Manager

By: _____
Paul H. Woodruff, Individually
Its Member

By: PDK, LLC, a Florida limited liability company,
Its Member

By: PHILIP D. KALTENBACHER 2000
IRREVOCABLE TRUST U/A/D
2/26/2000

By: _____
Gall Kurz, Trustee

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IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Members of LLC and the general partner of LP.

KRW PENNSYLVANIA, LIMITED PARTNERSHIP,
a Florida limited partnership

By: Roskamp Management Company, LLC,
a Delaware limited liability company
As its General Partner


By: _____
Robert G. Roskamp
its Manager

KRW INVESTMENTS, LLC,
a Pennsylvania limited liability company

By: _____
Robert G. Roskamp, individually
its Member

By: ROSKAMP MANAGEMENT COMPANY, LLC,
a Delaware limited liability company, its
Member

By: _____
Robert G. Roskamp
its Manager

By:  _____
Paul H. Woodruff, individually
its Member

By: PDK, LLC, a Florida limited liability company,
its Member

By: PHILIP D. KALTENBACHER 2000
IRREVOCABLE TRUST W/AD
2/25/2000

By: _____
Gail Kurz, Trustee

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IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Members of LLC and the general partner of LP.

KRW PENNSYLVANIA, LIMITED PARTNERSHIP,
a Florida limited partnership

By: Roskamp Management Company, LLC,
a Delaware limited liability company
As its General Partner

By: _____
Robert G. Roskamp
Its Manager

KRW INVESTMENTS, LLC,
a Pennsylvania limited liability company

By: _____
Robert G. Roskamp, Individually
Its Member

By: ROSKAMP MANAGEMENT COMPANY, LLC,
a Delaware limited liability company, Its
Member

By: _____
Robert G. Roskamp
Its Manager

By: _____
Paul H. Woodruff, Individually
Its Member

By: PDK, LLC, a Florida limited liability company,
Its Member

By: PHILIP D. KALTENBACHER 2000
IRREVOCABLE TRUST U/A/D
2/25/2000

By: _____
Gail Kurz, Trustee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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