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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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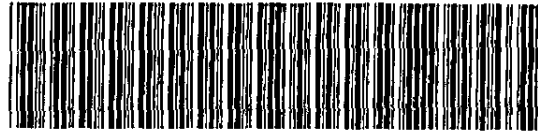
(Business Entity Name)

(Document Number)

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09/07/05--01057--010 **157.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A05-1686
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Trans-Atlantic Partners Ltd./Trans-Atlantic Partners, L.P.

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

Robin Courtney

(Name of Person)

Sweetwater Partners LLC

(Firm/Company)

516 Cooper Commerce Dr., Suite 200

(Address)

Apopka, FL 32703

(City/State and Zip Code)

For further information concerning this matter, please call:

Robin Courtney

(Name of Person)

at (321) 396-3493

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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CR2E080 (8/05)

Enclosed is a check for
** 105.00 filing fee*
52.50 certified copy
** 157.50*

STATE OF FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER

AOS-1686
FOR
TRANS-ATLANTIC PARTNERS LTD., A FLORIDA LIMITED PARTNERSHIP
(THE "SURVIVING ENTITY"),
AND
TRANS-ATLANTIC PARTNERS, L.P., A GEORGIA LIMITED PARTNERSHIP
(THE "MERGING ENTITY")

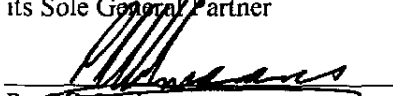
Pursuant to Section 620.203, Florida Statutes, the undersigned, as the Surviving Entity and the Merging Entity in the merger described herein, hereby submit the following information:

- (1) The name of the surviving entity shall be Trans-Atlantic Partners Ltd., a Florida limited partnership ("Survivor").
- (2) Attached hereto as Exhibit 1 and made a part hereof is a copy of the Plan of Merger (the "Plan of Merger") for the merger described herein in compliance with the requirements of Section 620.201, Florida Statutes.
- (3) The limited and general partners of the Surviving Entity and the limited and general partners of the Merging Entity approved and adopted the Plan of Merger by unanimous vote at a meeting held on September 1, 2005.
- (4) The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the partnership agreements for the Surviving or Merging Entities.
- (5) The effective date of the merger shall be as of the date of filing of these Articles with Florida Department of State.

Date: September 1, 2005

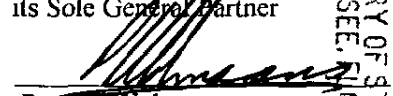
Trans-Atlantic Partners, L.P.
a Georgia limited partnership

By: Sweetwater Partners LLC,
a Florida limited liability company,
its Sole General Partner

By: 
Paul G. Wolmarans
its Managing Member

Trans-Atlantic Partners Ltd.
a Florida limited partnership

By: Sweetwater Partners LLC,
a Florida limited liability company,
its Sole General Partner

By: 
Paul G. Wolmarans
its Managing Member

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TALLAHASSEE, FLORIDA

EXHIBIT 1

PLAN or CERTIFICATE OF MERGER

THIS PLAN OR CERTIFICATE OF MERGER (the "Plan of Merger") is made and entered into as of September 1, 2005, by and among, Trans-Atlantic Partners Ltd., a Florida limited partnership ("Survivor") and Trans-Atlantic Partners, L.P., a Georgia limited partnership (the "Merging Entity"), under the following circumstances:

- (A) Survivor is a limited partnership duly organized and existing under the laws of the State of Florida.
- (B) The Merging Entity is a limited partnership duly organized and existing under the laws of the State of Georgia.
- (C) The limited and general partners of Survivor have adopted this Plan of Merger by unanimous vote at a meeting held on September 1, 2005, and the limited and general partners of the Merging Entity have adopted this Plan of Merger by unanimous vote at a meeting held on September 1, 2005.

NOW THEREFORE, in considerations of the promises and agreements contained herein, the parties hereto agree as follows:

- (1) The Merging Entity shall be merged into Survivor, and Survivor shall be the surviving entity. The name of the surviving entity will remain Trans-Atlantic Partners Ltd.
- (2) At the effective date and time of the merger contemplated herein (the "Merger"), the Merging Entity shall be merged into Survivor, the separate company existence of the Merging Entity shall cease, Survivor shall continue in existence without the necessity of other transfers or assumptions, Survivor shall succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority of a public, as well as private nature, and Survivor shall assume and be subject to all of the liabilities, obligations, debts, and duties of the Merging Entity.
- (3) At the effective date and time of the Merger, all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Entity shall be transferred to and vested in Survivor without further act or deed, and the title to any real estate or any interest therein vested in the Merging Entity shall be thereupon vested in Survivor without revision or impairment.
- (4) Notwithstanding the foregoing, if, at any time, Survivor shall consider or be advised that further assignments, conveyances, or assurances are necessary or desirable to carry out the provisions hereof, the proper officers of the Merging Entity as of the effective date and time of the Merger shall execute and deliver any and all proper deeds, assignments, and assurances, and shall do all things necessary or proper to carry out the provisions and intent of this Plan of Merger.

(5) Each partnership interest of the Merging Entity, whether limited or general, shall be converted, by virtue of the merger and without further action of the limited or general partners, into an equal limited or general partnership unit interest in Survivor. The conversion shall reflect an equal ratio of partnership interest so that the limited and general partners of the Merging Entity have the exact same partnership interest in the Surviving Entity upon the effective date of the Merger.

(6) The Merger shall become effective at the time of filing.

(7) The Certificate of Limited Partnership of Survivor and the Partnership Agreement of Survivor shall remain in effect until amended or changed as provided for in such Partnership Agreement of the surviving entity.

(8) The terms of the Merger, the mode of carrying such terms into effect, and the manner and basis of dissolving the partnership interests in the Merging Entity shall be at the effective date and time of the Merger. Each partnership unit interest, whether limited or general, of the Merging Entity shall be canceled and surrendered and partnership interest units of Survivor shall be issued in replacement.

(9) The surviving general partner shall be Sweetwater Partners LLC., a Florida limited liability company whose principal business address is 516 Cooper Commerce Dr., Suite 200, Apopka, Florida 32703. By signature below, the General Partner of the Merging Entity contributes its general partnership interests in the Merging Entity into Survivor.

(10) The Secretary of State of Georgia is appointed agent of the surviving limited partnership and shall act as the registered agent in Georgia in any action, suit, or proceeding for enforcement of an obligation of the Merging Entities constituent to the merger. A copy of any such service of process may be mailed to:


Trans-Atlantic Partners Ltd.
516 Cooper Commerce Dr., Suite 200
Apopka, FL 32703.

(11) This Plan of Merger may be signed in counterparts or by facsimile all of which shall be treated as originals and constitute a single Plan of Merger.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed as of the date and year first written above.


Trans-Atlantic Partners, L.P.,
a Georgia limited partnership

By: Sweetwater Partners LLC
a Florida limited liability company
its sole General Partner

By: 
Paul G. Wolmarans
its Managing Member

Trans-Atlantic Partners Ltd.
a Florida limited partnership

By: Sweetwater Partners LLC
a Florida limited liability company
its sole General Partner

By: 
Paul G. Wolmarans
its Managing Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 SEP -7 AM 11:00

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04.09.05 18:55 JOHANNES ROSS → 00014078898328

03.09.05 18:42 0043 5334 30245

03/09 2005 18:06 FAX 0043 5334 30245 Sonnhof Riedl Maria

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+49 8157 900251

AN: 0043 5334 30245

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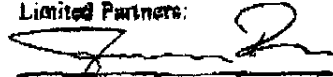
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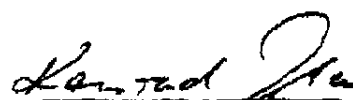
Trans-Atlantic Partners, L.P.
Limited Partners:


Johannes Ross


Konrad Glas

Trans-Atlantic Partners Ltd.
Limited Partners:


Johannes Ross


Konrad Glas

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