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Division of Corporations

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Division of Corporations
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This was submitted on 12/19.

From: Account Name : HOLLAND & KNIGHT
 Account Number : 072100000016
 Phone : (813) 227-8900
 Fax Number : (813) 229-0134
 K Wheeler

this is the re-submission

attention: Agnes Lunt

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MERGER OR SHARE EXCHANGE

Lambert Family Investments LLLP

Certificate of Status	0
Certified Copy	1
Page Count	065
Estimated Charge	\$113.75

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December 22, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LAMBERT FAMILY INVESTMENTS LLLP
1713 ELIZABETH WALK
WINTER PARK, FL 32789

SUBJECT: LAMBERT FAMILY INVESTMENTS LLLP
REF: B06000001491

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TALLAHASSEE, FLORIDA

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Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership

The following Certificate of Merger is submitted in accordance with s. 620.2108, 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>
<u>Lambert Investments Limited Partnership</u>	<u>Nevada</u>	<u>Limited Partnership</u>

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>
<u>Lambert Family Investments LLLP</u>	<u>Florida</u>	<u>Limited liability limited partnership</u>

THIRD: The date the merger is effective under the governing laws of the surviving party is: upon filing.

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law. A copy of the Plan of Merger is attached.

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FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

n/a

Mailing address:

SIXTH: Other provisions, if any, relating to the merger:

n/a

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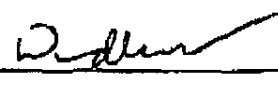
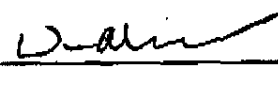
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SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Lambert Investments Limited Partnership		William A. Lambert, Managing Member of WAI Management, LLC, sole general partner
Lambert Family Investments LLLP		William A. Lambert, Managing Member of WA Management, LLC, sole general partner

Fees: Filing Fees: \$52.50 Per Party
 Certified Copy: \$52.50 (Optional)
 Certificate of Status: \$8.75 (Optional)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 620.2107 Florida Statutes and section 92A140 Nevada Revised Statutes, and is being submitted in accordance with section 620.2106, Florida Statutes and 92A.200 Nevada Revised Statutes.

FIRST: The exact name and jurisdiction of the merging party are as follows:

Name	Jurisdiction	Type
Lambert Investments Limited Partnership ("Lambert NV")	Nevada	Limited Partnership

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Type
Lambert Family Investments LLLP ("Survivor")	Florida	Limited Liability Limited Partnership

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

A. Lambert NV pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, and the provisions of Chapter 92A of the Nevada Revised Statutes, shall be merged with and into the Survivor, with the Survivor being the surviving entity up to the effective time and date of the merger. The separate existence of Lambert NV shall cease at the effective time and date of the merger in accordance with the provisions of Chapter 92A of the Nevada Revised Statutes.

B. At the effective time and date of the merger, the Survivor shall be responsible and liable for all of the liabilities and obligations of Lambert NV. At the effective time and date of the merger, the Survivor shall possess all the rights, privileges, immunities, powers, and purposes of Lambert NV; all the property, real and personal of Lambert NV, shall vest in the Survivor without further act or deed; and the Survivor shall assume and be liable for all the liabilities, obligations, and penalties of the non-surviving limited liability company.

C. The Certificate of Limited Partnership of the Survivor will be the Certificate of Limited Partnership of the surviving entity and shall continue in full force and effect until amended in the manner prescribed by the provisions of the Partnership Agreement or the provisions of the Florida Revised Uniform Limited Partnership Act.

D. The Partnership Agreement of Lambert NV shall be amended and restated as the Partnership Agreement of the surviving company and shall continue in full force and effect until changed, altered, or amended as provided in such Partnership Agreement and

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in the manner prescribed by the provisions of the Florida Revised Uniform Limited Partnership Act.

FOURTH:

The manner and basis of converting the partnership interests of Lambert NV to partnership interests of Survivor are as follows:

a) Each limited partnership interest in Lambert NV shall be automatically converted to an identical and equal interest in the Survivor.

b) Each general partnership interest in Lambert NV, has been assigned to WAL Management, LLC, which general partnership interest shall be automatically converted into an identical and equal interest in the Survivor.

c) Immediately prior to the effective date of the merger there were no outstanding limited partnership interests in Survivor, and the only general partnership interest held by WAL Management, LLC will remain unchanged.

FIFTH: the name and address of the general partner of the Survivor are as follows:

Names and Address(es) of General Partner(s)

Florida Document/Registration Number

WAL Management, LLC
1713 Elizabeth Walk
Winter Park FL 32789

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