

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DELANGE ENTERPRISES, LLLP
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

MICHAEL R. STORACE, ESQ.

(Contact Person)

MICHAEL R. STORACE, P. A.

(Firm/Company)

4800 LE JEUNE ROAD

(Address)

CORAL GABLES, FLORIDA 33146

(City, State and Zip Code)

For further information concerning this matter, please call:

MICHAEL R. STORACE

(Name of Contact Person)

at (305) 662-4800

(Area Code and Daytime Telephone Number)

Certified copy (optional) \$52.50

STREET ADDRESS:

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

MAILING ADDRESS:

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

**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>DeLange Enterprises, LLLP</u> | <u>Florida</u> A01-61 | <u>Limited Liability Limited Partnership</u> |
| <u>DeLange Enterprises, L.P.</u> | <u>Delaware</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>DeLange Enterprises, 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: date of filing, 2007

(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.

*FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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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:

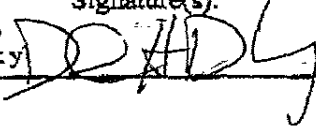

Street address:

Mailing address:

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

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 |
|---|--|--|
| DeLange Enterprises, L.L.P., a Florida Limited Liability Limited Partnership |  | Name of Individual: Daniel H. DeLange, as Manager of Dandel, LLC, a Florida Limited Liabili Company, as General Partn of DeLange Enterprises, LLP |
| DeLange Enterprises, L.P., a Delaware Limited Partnership |  | Daniel H. DeLange, as Manager of Dandel, L.L.C. a Delaware Limited Liabi- lity Company, as General Partner of DeLange Enterprises, L.P., a Delaware Limited Partnership |
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Fees: Filing Fees: \$52.50 Per Party
 Certified Copy: \$52.50 (Optional)
 Certificate of Status: \$8.75 (Optional)