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TALLAHASSEE, FLORIDA

**LAW OFFICES OF
KENNEDY • TRINLEY • ET AL. • P.L.**

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To Matters of Federal Tax Law

** Also Admitted in Colorado and Montana

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May 8, 2007

VIA FEDERAL EXPRESS

Registration Section
Florida Division of Corporations
Clifton Building
2662 Executive Center Circle
Tallahassee, FL 32301

Re: FMA & PSA Limited Partnership and Abrams Holdings, Inc.

Dear Sir or Madam:

Enclosed please find the following to be filed with your office:

1. Certificate of Merger for FMA & PSA Limited Partnership;
2. Articles of Merger for Abrams Holdings, Inc.;
3. Resolution of Abrams Holdings, Inc. Adopting a Plan of Merger; and
4. Plan of Merger for Abrams Holdings, Inc.

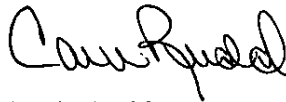
Division of Corporations
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Also enclosed is our check #6682 in the amount of \$105.00. Once these documents have been filed, kindly return to us a copy in the enclosed self addressed stamped envelope.

Should you have any questions or comments regarding this letter or its enclosures, please do not hesitate to contact me.

Sincerely,

KENNEDY TRINLEY ET AL, P.L.

A handwritten signature in cursive script, appearing to read "Carrie Rudd".

Carrie Rudd
Legal Assistant to Dana M. Santino

DMS/clr

Enc

COVER LETTER

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

RE: FMA & PSA Limited Partnership

The enclosed Certificate of Merger and required fee(s) (\$105.00 for two (2) parties) are submitted for filing.

Please return all correspondence concerning this matter to:

Dana M. Santino, Esq.
Kennedy, Trinley, Et Al., P.L.
1675 Palm Beach Lakes Blvd., Ste 700
West Palm Beach, FL 33401

For further information concerning this matter, please contact:

Dana M. Santino, Esq. at 561-683-2484

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FMA & PSA Limited Partnership	Delaware	Limited Partnership

SECOND: The exact name, form/entity type, and jurisdiction for the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FMA & PSA Limited Partnership	Florida	Limited Partnership

THIRD: The date the merger is effective under the governing laws of the surviving party is the date this document is filed by the Florida Department of state.

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FOURTH: The merger was approved by each party as required by its governing law.

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: N/A

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

N/A

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):	Type or Printed Name Of Individual:
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FMA & PSA Limited Partnership, a Delaware Limited Partnership		Jill Abend, President Abrams Holding, Inc., General Partner
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FMA & PSA Limited Partnership, a Florida Limited Partnership		Jill Abend, President Abrams Holding, Inc., General Partner
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TALLAHASSEE, FLORIDA