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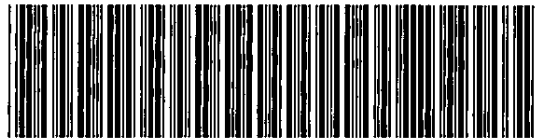
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEVEN A. SCIARRETTA, P.A.

2799 NW Boca Raton Boulevard, Suite 203
Boca Raton, Florida 33431

Telephone 561-368-7978
Telecopier 561-368-8502

October 1, 2007

Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301
Attn: Registration Section

Re: Redner 1997 Partners LLLP

Dear Sir/Madam:

Enclosed herewith please find the following:

1. Duplicate originals of Articles of Merger whereby Redner Limited Partnership, a Rhode Island limited partnership is merging into Redner 1997 Partners LLLP, a Florida limited liability partnership. Redner 1997 Partners LLLP, the Florida entity, will be the surviving party to the merger.
2. Certificate of Good Standing from Rhode Island reflecting that Redner Limited Partnership is in good standing in the State of Rhode Island.
3. Check in the amount of \$157.50 to cover the filing fee for the same, including obtaining a certified copy.
4. Return self addressed DHL envelope for returning the second date stamp filed copy of the Articles of Merger.

I thank you in advance for your prompt attention to and anticipated cooperation in this matter. Of course, if you have any questions, or if I can be of any further assistance regarding this matter, please do not hesitate to contact me at any time.

Very truly yours,

STEVEN A. SCIARRETTA, P.A.

By: 

Steven A. Sciarretta, Esq.

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: REDNER 1997 PARTNERS 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:

STEVEN A. SCJARRETTA
(Contact Person)

STEVEN A. SCJARRETTA, P.A.
(Firm/Company)

2799 NW BOCA RATON BLVD, 203
(Address)

BOCA RATON, FL 33431
(City, State and Zip Code)

For further information concerning this matter, please call:

STEVEN A. SCJARRETTA at (561) 368-7978
(Name of Contact Person) (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

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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>
REDNER 1997 PARTNERS LLLP	FLORIDA	LLLP - A 07-1026
REDNER LIMITED PARTNERSHIP	RHODE ISLAND	LP
_____	_____	_____
_____	_____	_____

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>
REDNER 1997 PARTNERS LLLP	FLORIDA	LLLP

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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.

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: NOT APPLICABLE

Mailing address: NOT APPLICABLE

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

SEE ATTACHED PLAN OF MERGER



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TALLAHASSEE, FLORIDA

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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:
REDNER 1997 PARTNERS LLLP		REDNER MANAGEMENT LLC GENERAL PARTNER
		BY: LOUISE REDNER MANAGING MEMBER
REDNER LIMITED PARTNERSHIP		REDNER MANAGEMENT INC GENERAL PARTNER
		BY: LOUISE REDNER PRESIDENT

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

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

RHODE ISLAND LIMITED PARTNERSHIP

INTO

FLORIDA LIMITED LIABILITY PARTNERSHIP

THIS PLAN OF MERGER, is entered into this 21st day of September, 2007 by and between Redner Limited Partnership, a Rhode Island limited partnership, party of the first part, and Redner 1997 Partners LLLP, a Florida limited partnership, party of the second part, and provides as follows:

1. The constituent parties to this merger are as follows: (i) Redner Limited Partnership, a Rhode Island limited partnership, with an address of 400 Reservoir Avenue, Suite 2K, Providence, Rhode Island 02907; and (ii) Redner 1997 Partners LLLP, a Florida limited partnership, with an address of c/o Steven A. Sciarrett Esq., 2799 NW Boca Raton Boulevard, Suite 203, Boca Raton, Florida 33433.
2. By this merger, Redner Limited Partnership, a Rhode Island limited partnership, shall be and is merged into Redner 1997 Partners LLLP, a Florida limited partnership, leaving Redner 1997 Partners LLLP, a Florida limited partnership, as the sole surviving entity.
3. The surviving entity, Redner 1997 Partners LLLP, a Florida limited partnership, shall be governed by the laws of the State of Florida.
4. The contemplated merger is permitted by both laws of the States of both Florida and Rhode Island, the laws of the two constituent parties to the merger.
5. Each of the constituent parties to the merger are in compliance with the laws of their respective state of organization, be it Florida or Rhode Island.

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6. The terms of the merger are that each partner or limited partner of Redner Limited Partnership, a Rhode Island limited partnership, shall receive a similar interest in the surviving entity, Redner 1997 Partners LLLP, on an equal ratio of one to one (1:1).
7. In the event that any partner or limited partner in Redner Limited Partnership objects to the terms of the merger or wishes a valuation of their partnership interest, the same may file a request for accounting or valuation in accordance with Florida law in the Circuit Court of Palm Beach County, Florida, the county of residence of the surviving entity to the merger, Redner 1997 Partners LLLP.
8. This Plan of Merger shall remain on file at the registered office of Redner 1997 Partners LLLP, a Florida limited partnership, which is 2799 NW Boca Raton Boulevard, Suite 203, Boca Raton, FL 33431 and a copy of this Plan of Merger shall be furnished, free of charge, to any partner or limited partner of the surviving or merging entity to this Plan of Merger upon request.
9. Since the surviving entity, Redner 1997 Partners LLLP, a Florida limited partnership, is to be governed by the laws of a state other than Rhode Island, specifically the laws of the State of Florida, the surviving entity, Redner 1997 Partners LLLP, agrees that it (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: c/o Steven A. Sciarretta, Esq., 2799 NW Boca Raton

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Boulevard, Suite 203, Boca Raton, FL 33431.

10. This Plan of Merger is effective upon filing with the Secretary of State of the State of Rhode Island.

THIS PLAN OF MERGER IS HEREBY SIGNED BY ALL PARTIES EFFECTIVE AS
OF THE DATE FIRST SET FORTH ABOVE.

REDNER LIMITED PARTNERSHIP
a Rhode Island limited partnership

By:

REDNER MANAGEMENT, INC.
a Rhode Island corporation
Its General Partner

By: *Louise C. Redner*
Louise C. Redner
President

REDNER 1997 PARTNERS LLLP
a Florida limited partnership

By:

REDNER MANAGEMENT LLC
a Florida limited liability company
Its General Partner

By: *Louise C. Render*
Louise C. Render
Managing Member

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