

To: FL Dept. of State  
Subject: 000399.75

From: Katie Worsch

Thursday, December 27, 2007 12:28 PM Page: 1 of 7

# A070000001420

Florida Department of State  
Division of Corporations  
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Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

*\* File Second \**  
*\* After LLLP has been*  
*formed in FL \**

000399.79041

## MERGER OR SHARE EXCHANGE

### BANSHEE PARTNERS, LLLP

Certificate of Status	0
Certified Copy	0
Page Count	037
Estimated Charge	\$105.00

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To: FL Dept. of State  
Subject: 000399.79041

From: Katie Wonsch

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850-617-6381

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Florida Dept of State



December 27, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BANCHEE PARTNERS, LLLP  
2165 GULF OF MEXICO DR - # 141  
LONGBOAT KEY, FL 34228

SUBJECT: BANCHEE PARTNERS, LLLP  
REF: A07000001420

PLEASE GIVE ORIGINAL SUBMISSION  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

FAX Aud. #: H07000305756  
Letter Number: 107A00071672

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TALLAHASSEE, FLORIDA

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P.O. BOX 6327 - Tallahassee, Florida 32314

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**CERTIFICATE OF MERGER  
FOR  
BANSHEE PARTNERS, LLLP,  
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

The following Certificate of Merger is submitted in accordance with Section 620.2108, Florida Statutes.

1. The name, form/entity type, and jurisdiction for the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Banshee Partners, LP	Illinois	Limited Partnership

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Banshee Partners, LLLP	Florida	Limited Partnership

3. The date the merger is effective under the governing laws of the surviving party is the filing date.

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

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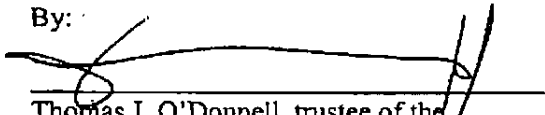
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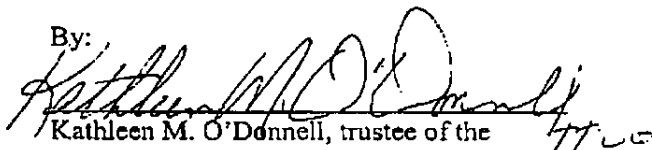
5. Signatures for all general partners of Banshee Partners, LLLP, a Florida limited liability limited partnership and by the authorized representatives for Banshee Partners, LP, an Illinois limited partnership:

**Banshee Partners, LP, an Illinois limited partnership**

By:

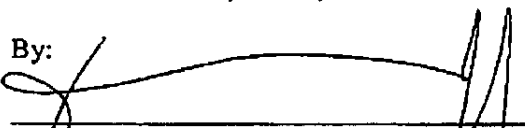
  
Thomas J. O'Donnell, trustee of the  
Thomas J. O'Donnell 1997 Declaration of Trust,  
as its general partner

By:

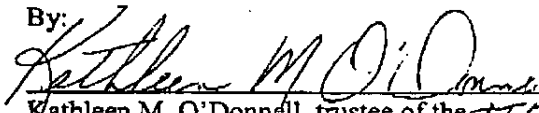
  
Kathleen M. O'Donnell, trustee of the  
Kathleen M. O'Donnell, 1997 Declaration of Trust,  
as its general partner

**Banshee Partners, LLLP, a Florida limited liability limited partnership**

By:

  
Thomas J. O'Donnell, trustee of the  
Thomas J. O'Donnell 1997 Declaration of Trust,  
as its general partner

By:

  
Kathleen M. O'Donnell, trustee of the TTE  
Kathleen M. O'Donnell, 1997 Declaration of Trust,  
as its general partner

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**PLAN OF MERGER  
FOR  
BANSHEE PARTNERS, LLLP,  
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP, AND  
BANSHEE PARTNERS, LP, AN ILLINOIS LIMITED PARTNERSHIP**

This Plan of Merger dated December 21, 2007, between Banshee Partners, LLLP, a Florida limited liability limited partnership, and Banshee Partners, LP, an Illinois limited partnership.

**WITNESS, THAT WHEREAS:**

A. Banshee Partners, LLLP, a Florida limited liability limited partnership, is a limited partnership organized under the laws of the State of Florida.

B. Banshee Partners, LP, an Illinois limited partnership, is a limited partnership organized under the laws of the State of Illinois.

The general partners of the constituent partnerships deem it desirable and in the best business interests of the partnerships and their partners that Banshee Partners, LP, an Illinois limited partnership be merged into Banshee Partners, LLLP, a Florida limited liability limited partnership.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent partnerships agree as follows:

1. Merger. Banshee Partners, LP, an Illinois limited partnership shall merge with and into Banshee Partners, LLLP, a Florida limited liability limited partnership.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the acquired partnership shall cease, and the surviving partnership shall succeed to all the rights, privileges, immunities and all the property, real, personal, and mixed of the acquired partnership, without the necessity for any separate transfer. The surviving partnership shall thereafter be responsible and liable for all liabilities and obligations of the acquired partnership, and neither the rights of creditors nor any liens on the property of the acquired partnership shall be impaired by the merger.

3. Conversion of Partnership Interests. The manner and basis of converting the partnership interests of the acquired partnership into partnership interests of the surviving partnership is as follows: every partnership interest of the acquired partnership shall be converted into an identical partnership interest of the surviving partnership.

4. Address. The street address of the surviving partnership's principal place of business is: 2165 Gulf of Mexico Drive, #141, Longboat Key, Florida 34228.

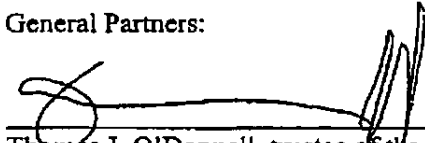
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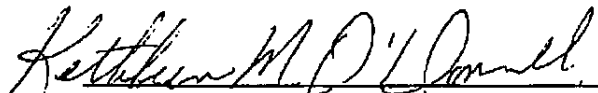
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The partners of the respective partnerships have consented to and approved the plan of merger by setting forth their signatures below:

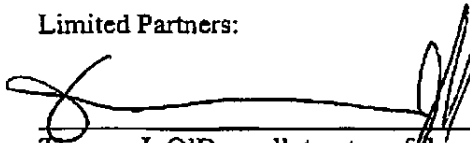
Banshee Partners, LP, an Illinois Limited Partnership

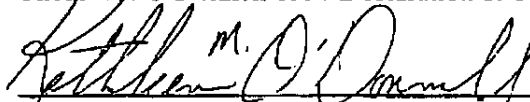
General Partners:

  
Thomas J. O'Donnell, trustee of the  
Thomas J. O'Donnell 1997 Declaration of Trust

  
Kathleen M. O'Donnell, trustee of the  
Kathleen M. O'Donnell, 1997 Declaration of Trust

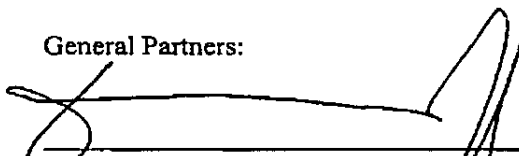
Limited Partners:


  
Thomas J. O'Donnell, trustee of the  
Thomas J. O'Donnell 1997 Declaration of Trust

  
Kathleen M. O'Donnell, trustee of the  
Kathleen M. O'Donnell, 1997 Declaration of Trust

Banshee Partners, LLLP, a Florida limited liability limited partnership

General Partners:

  
Thomas J. O'Donnell, trustee of the  
Thomas J. O'Donnell 1997 Declaration of Trust

  
Kathleen M. O'Donnell, trustee of the  
Kathleen M. O'Donnell, 1997 Declaration of Trust

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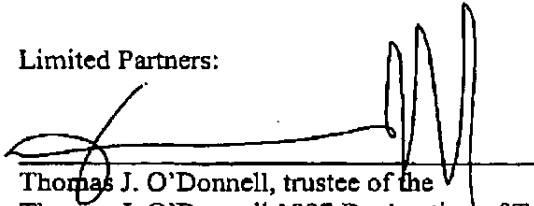
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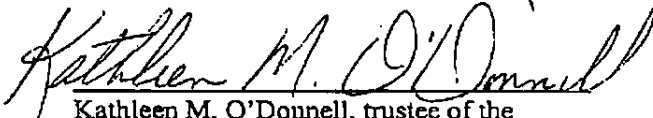
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Limited Partners:



Thomas J. O'Donnell, trustee of the  
Thomas J. O'Donnell 1997 Declaration of Trust



Kathleen M. O'Donnell, trustee of the  
Kathleen M. O'Donnell, 1997 Declaration of Trust

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