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McAFEE & TAFT
A PROFESSIONAL CORPORATION

10TH FLOOR • TWO LEADERSHIP SQUARE
211 NORTH ROBINSON
OKLAHOMA CITY, OK 73102-7103

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

L. SELLERS

JAN 11 2008

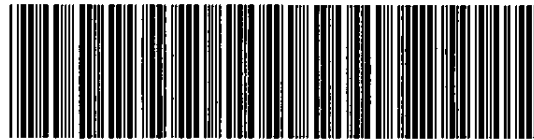
EXAMINER

Office Use Only

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57.50

File 12/31/07



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01/10/08--01002--025 **87.50

12/31/07--01020--021 **148.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 DEC 31 AM 10:34

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McAFEE & TAFT

A PROFESSIONAL CORPORATION

10TH FLOOR • TWO LEADERSHIP SQUARE
211 NORTH ROBINSON • OKLAHOMA CITY, OK 73102-7103
(405) 235-9621 • FAX (405) 235-0439
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WRITER DIRECT
(405) 552-2362
FAX (405) 228-7362
jane.henson@mcafeetaft.com

December 28, 2007

FEDERAL EXPRESS

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

Re: Certificates of Merger

Ladies and Gentlemen:

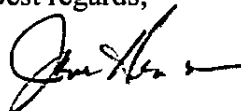
Enclosed for filing are:

1. Articles of Merger (2 copies provided) merging Krimbill Holding Company, an Oklahoma corporation into Krimbill Holding Company, a Florida corporation (FL Filing No. P07000134985); and
2. Certificate of Merger (2 copies provided) merging Krimbill Enterprises LP, an Oklahoma limited partnership into Krimbill Enterprises LP, a Florida limited partnership (FL Filing No. A07000001430).

Also enclosed is our check for \$148.75 to cover the cost of the filing each merger (\$35 for the corporation and \$52.50 for the limited partnership) and certified copy fees (\$8.75 for the corporation and \$52.50 for the limited partnership). In addition, we have included a prepaid return FED EX airbill for filing evidence.

Thank you for your assistance.

Best regards,



Jane Henson
Legal Assistant

Enclosures

McAfee & Taft

A PROFESSIONAL CORPORATION

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January 7, 2008

FEDERAL EXPRESS

PERSONAL AND CONFIDENTIAL

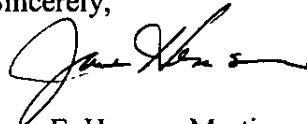
Ms. Susan Payne
Amendments Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Dear Susan:

In follow-up to our telephone conversation this afternoon, enclosed is a check for \$87.50 to cover additional filing fees for the 1) Articles of Merger merging Krimbill Holding Company, an Oklahoma corporation into Krimbill Holding Company, a Florida corporation; and 2) Certificate of Merger merging Krimbill Enterprises LP, an Oklahoma limited partnership into Krimbill Enterprises LP, a Florida limited partnership. In addition, we have included a copy of the Agreement and Plan of Merger on the LP merger if you need it.

Thank you for your assistance and the phone call. If you have questions about the filing please give me a call at 405/552-2362.

Sincerely,



Jane E. Henson-Martin
Legal Assistant

Enclosures

CERTIFICATE OF MERGER
Merging
KRIMBILL ENTERPRISES LP,
an Oklahoma limited partnership,
Into
KRIMBILL ENTERPRISES LP,
a Florida limited partnership

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

FIRST: The name, form/entity type and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Krimbill Enterprises LP	Limited Partnership	Oklahoma
Krimbill Enterprises LP	Limited Partnership	Florida A07-1430

SECOND: The name, form/entity type and jurisdiction of the surviving party are as follows:

<u>Name of Organization</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Krimbill Enterprises LP	Limited Partnership	Florida

THIRD: The date the merger is effective under the laws of the State of Florida is December 31, 2007.

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

EXECUTED as of the 28th day of December, 2007.

SIGNATURE(S) FOR EACH PARTY:

KRIMBILL ENTERPRISES LP, a
Florida limited partnership

By: **KRIMBILL HOLDING COMPANY,**
Sole General Partner

By: H. Michael Krimbill
H. Michael Krimbill, President

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CLERK OF STATE
TALLAHASSEE, FLORIDA

KRIMBILL ENTERPRISES LP, an
Oklahoma limited partnership

By: **KRIMBILL HOLDING COMPANY,**
Sole General Partner

By: *H. Michael Krimbill*
H. Michael Krimbill, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER**Between****KRIMBILL ENTERPRISES LP,
an Oklahoma limited partnership,****And****KRIMBILL ENTERPRISES LP,
a Florida limited partnership**

THIS AGREEMENT AND PLAN OF MERGER has been made and entered into as of the 28th of December, 2007 (the "Agreement"), by and between KRIMBILL ENTERPRISES LP, an Oklahoma limited partnership ("OK LP"), and KRIMBILL ENTERPRISES LP, a Florida limited partnership ("Florida LP").

WHEREAS, the parties hereto desire to reorganize OK LP into a Florida limited partnership by merging it with and into Florida LP in accordance with the laws of the States of Oklahoma and Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein, the parties hereto agree upon the terms and provisions of this Agreement as follows:

1. **Definitions.** The following terms when used herein shall have the meanings set forth as below:

1.1 "Constituent Partnerships" - shall mean OK LP and Florida LP.

1.2 "Effective Date" - shall mean the later of the date upon which Articles of Merger are filed with the Oklahoma Secretary of State and with the Florida Department of the State or December 31, 2007.

1.3 "Effective Time" - shall mean the close of business on the Effective Date.

1.4 "Florida Act" - shall mean the Florida Revised Uniform Limited Partnership Act of 2005.

1.5 "Oklahoma Act" - shall mean the Oklahoma Revised Uniform Limited Partnership Act.

1.6 "Surviving Partnership" - shall mean Florida LP.

2. **Merger.** OK LP, pursuant to the provisions of the Oklahoma Act and Florida Act, shall be merged with and into Florida LP, the Surviving Partnership, at the Effective Time.

3. **Name.** At the Effective Time and thereafter, Florida LP shall continue to exist as the Surviving Partnership and retain its name as "Krimbill Enterprises LP". The separate existence of OK LP shall cease at the Effective Time.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. **Effect of Merger.** At and after the Effective Time, the attributes of the Surviving Partnership shall be as set forth below:

4.1 The Certificate of Limited Partnership of Florida LP in effect on the Effective Date shall be the Certificate of Limited Partnership of the Surviving Partnership and shall continue in full force and effect unless and until amended in the manner prescribed therein, or in the Florida Act.

4.2 The Limited Partnership Agreement of Florida LP in effect on the Effective Date shall be the Limited Partnership Agreement of the Surviving Partnership and shall continue in full force and effect unless and until amended in the manner prescribed therein.

4.3 The General Partner of the Florida LP on the Effective Date shall continue to be the General Partner of the Surviving Partnership. Such General Partner's name and business address are Krimbill Holding Company, a Florida corporation, 216 Rue Caribe, Destin, Florida 32550.

5. **Separate Existence.**

5.1 At the Effective Time, the separate existence of OK LP shall completely cease. The Surviving Partnership thereafter shall have all the rights, privileges, powers and immunities, and shall be subject to all the duties, liabilities and obligations of a limited partnership formed under the Florida Act. The Surviving Partnership shall, at the Effective Time and thereafter, own, possess and be vested with all franchises, both public and of private nature, as well as all the rights, privileges, powers and immunities of OK LP. All rights, property and assets of every kind and character belonging to OK LP shall be deemed to be transferred to and vested in the Surviving Partnership without any further act or deed whatsoever. The title to any real property, or interest therein, owned or possessed by or vested in OK LP shall not revert or be in any way impaired by reason of the merger provided herein. The Surviving Partnership shall, at the Effective Time and thenceforth, be subject to and liable for all the liabilities and obligations of the Constituent Partnerships; and any claim existing, or action or proceeding pending, by or against any of such limited partnerships may be prosecuted to judgment as if such merger had not taken place, or the Surviving Partnership may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Constituent Partnerships shall be impaired by the merger contemplated herein.

5.2 At the Effective Time, all acts, plans, policies, approvals and authorizations of the general partner of OK LP, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Partnership and shall be effective and binding thereon as the same were with respect to OK LP.

6. **Mode and Basis of Converting Interests.** Each Constituent Partnership has the identical partners as the other Constituent Partnership, and the percentage interests of the partners in one Constituent Partnership are identical to the percentage interests held by the partners in the other Constituent Partnership. At the Effective Time, each partner of the

Constituent Partnerships shall own a like proportion of the Surviving Partnership with identical rights and obligations under the Limited Partnership Agreement of the Surviving Partnership.

7. **Consummation.** Provided that the Agreement shall have been fully approved on behalf of the Constituent Partnerships in the manner prescribed in the provisions of the Florida Act and the Oklahoma Act, OK LP and Florida LP, promptly upon receipt of such approvals, will each cause to be executed, acknowledged, filed and recorded any document or documents prescribed by the laws of Oklahoma and Florida in connection with mergers, and will each cause to be performed all necessary acts within said states and elsewhere, to effect the merger contemplated herein.

IN WITNESS WHEREOF, the Agreement is executed by and on behalf of the Constituent Partnerships upon the date first above written.

KRIMBILL ENTERPRISES LP, an Oklahoma limited partnership

By: **KRIMBILL HOLDING COMPANY**, General Partner

By: H. Michael Krimbill
H. Michael Krimbill, President

KRIMBILL ENTERPRISES LP, a Florida limited partnership

By: **KRIMBILL HOLDING COMPANY**, General Partner

By: H. Michael Krimbill
H. Michael Krimbill, President

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TALLAHASSEE, FLORIDA