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Florida Department of State
Division of Corporations
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To:

Division of Corporations

Fax Number : (850) 617-6380

6393

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.

Account Number : I19980000054

Phone : (850) 681-6529

Fax Number : (850) 681-6011

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2/8 filed date

MERGER OR SHARE EXCHANGE

Kentco Limited Partnership

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$105.00

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TALLAHASSEE, FLORIDA

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**** Transmit Conf. Report ****

P.1

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**Division of Corporations
Fax Number : (850) 617-6380**

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**Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850) 681-6528
Fax Number : (850) 681-6011**

MERGER OR SHARE EXCHANGE

Kentco Limited Partnership

Certificate of Status	0
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Page Count	NA

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TALLAHASSEE, FLORIDA

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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>
<u>Kentco Limited Partnership</u>	<u>Illinois</u>	<u>LP</u>
<u>Kentco Limited Partnership</u>	<u>Florida</u>	<u>LP</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>Kentco Limited Partnership</u>	<u>Florida</u>	<u>LP</u>

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.

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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: 233 South Wacker Drive, Suite 6600
Chicago, Illinois 60606



Mailing address: 233 South Wacker Drive, Suite 6600
Chicago, Illinois 60606
Attention: Thomas R. Wechter, Esq.

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

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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:
Kentco Limited Partnership,		
an Illinois limited partnership,		
By: Kentco Capital Corporation,		
its sole general partner		Richard A. Kent, President
Kentco Limited Partnership,		
a Florida limited partnership		
By: Kentco Capital Corporation,		
its sole general partner		Richard A. Kent, President

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

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into as of January 24, 2008, by and between Kentco Limited Partnership, a Florida limited partnership ("Florida Kentco"), and Kentco Limited Partnership, an Illinois limited partnership ("Illinois Kentco").

WITNESSETH:

WHEREAS, the sole general partner of Illinois Kentco and the sole general partner of Florida Kentco deem it desirable and in the best interests of the parties for Illinois Kentco to merge with and into Florida Kentco (the "Merger").

NOW, THEREFORE, the parties hereby covenant and agree as follows:

**ARTICLE 1
THE MERGER**

Section 1.1 Merger; Surviving Limited Partnership. In accordance with and subject to the terms, provisions, and conditions of the Agreement, at the Effective Time (as defined in Section 1.2), Illinois Kentco shall be merged with and into Florida Kentco, and the separate existence of Illinois Kentco shall hereupon cease. Florida Kentco shall survive the Merger (sometimes referred to herein as the "Surviving Partnership") and shall be governed by the laws of the State of Florida.

Section 1.2 Effective Time. The effective time of the Merger (the "Effective Time") shall be upon the filing of a Certificate of Merger with the Secretary of State of the State of Florida.

Section 1.3 Certificate of Limited Partnership; Limited Partnership Agreement. The certificate of limited partnership of Florida Kentco as in effect immediately prior to the Effective Time shall be the certificate of partnership of the Surviving Partnership. The limited partnership agreement of Florida Kentco as in effect immediately prior to the Effective Time shall be the limited partnership agreement of the Surviving Partnership.

Section 1.4 Effect of the Merger. At the Effective Time, the separate existence of Illinois Kentco shall cease and the existence and identity of Florida Kentco, as the Surviving Partnership, shall continue under the name "Kentco Limited Partnership." All of the property, assets, rights, privileges, powers, franchises and immunities of Illinois Kentco and of Florida Kentco shall vest in the Surviving Partnership. All debts, liabilities and obligations of Illinois Kentco and of Florida Kentco shall become the debts, liabilities and obligations of the Surviving Partnership. The Surviving Partnership shall thenceforth be responsible for all the liabilities and obligations of Illinois Kentco and of Florida Kentco but the liabilities of Illinois Kentco and of Florida Kentco, their general partner, stockholders, directors or officers shall not be affected, nor shall the rights of the creditors or of any persons dealing with Illinois Kentco or Florida Kentco be impaired, by the Merger, and any claim existing or action or proceeding pending by or against Illinois Kentco or Florida Kentco may be prosecuted to judgment as if the Merger had not taken place or the Surviving Partnership may be proceeded against or substituted in its place.

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ARTICLE 2 CONVERSION AND CANCELLATION OF SHARES

Section 2.1 Conversion and Cancellation of Partnership Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the general partner or any limited partner of Illinois Kentco, all partnership interests of Illinois Kentco that is in effect immediately prior to the Effective Time shall no longer be in effect and shall be canceled and shall cease to exist.

Section 2.2 Partnership Interests. Each unit of partnership interest in Florida Kentco that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding, unchanged by reason of the Merger, and shall represent partnership interests of the Surviving Partnership.

ARTICLE 3 GENERAL

Section 3.1 Further Assurances. From time to time, as and when required by the Surviving Partnership or by its successors or assigns, there shall be executed and delivered on behalf of Illinois Kentco, such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to give effect to the transactions contemplated hereunder.

Section 3.2 Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the respective successors and assigns of the parties hereto.

Section 3.3 Entire Agreement. This Agreement sets forth the entire understanding of the parties with respect to the Merger and supersedes all prior agreements, arrangements and communications, whether oral or written, with respect to such subject matter. This Agreement shall not be modified or amended other than by written agreement of the parties hereto. Captions appearing in this Agreement are for convenience only and shall not be deemed to explain, limit or amplify the provisions hereof.

Section 3.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida, without giving effect to the conflicts of laws principles thereof.

Section 3.5 Counterparts. This Agreement may be executed in counterparts, all of which shall be one and the same agreement, and shall become effective when counterparts have been signed by each of the parties and delivered to each other party.

[Signature page follows.]

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CLERK OF
TREASURY OF
FLORIDA
TALLAHASSEE, FL

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first written above.

**KENTCO LIMITED PARTNERSHIP, an
Illinois limited partnership**

By: Kentco Capital Corporation,
a Delaware corporation
Its: general partner

By: 
Richard A. Kent, President

**KENTCO LIMITED PARTNERSHIP, a
Florida limited partnership**

By: Kentco Capital Corporation,
a Delaware corporation
Its: general partner

By: 
Richard A. Kent, President

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