

A09000000112

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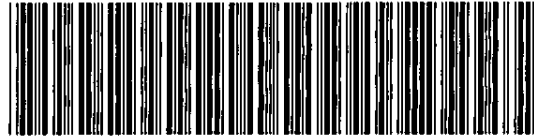
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAR - 3 2009

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lazy C Ranch LLP
into

Lazy C Ranch Holdings LLP

Convers

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

Signature

Requested by:

ETH 3/3 11:00

Name

Date

Time

Walk-In

Will Pick Up

CERTIFICATE OF MERGER
OF
LAZY C RANCH, LLP,
a Florida limited liability partnership
INTO

LAZY C RANCH HOLDINGS, LLLP,
a Florida limited liability limited partnership

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TALLAHASSEE, FLORIDA

Pursuant to Sections 620.2108 and 620.8918 of the Florida Statutes, the following Certificate of Merger is submitted to merge LAZY C RANCH, LLP, a Florida limited liability partnership, into LAZY C RANCH HOLDINGS, LLLP, a Florida limited liability limited partnership.

1. The exact name, jurisdiction, document number and entity type of each merging party are as follows:

Name	Jurisdiction/Document Number	Entity Type
LAZY C RANCH, LLP	Florida LLP050000005 GP0400003065	Limited Liability Partnership
LAZY C RANCH HOLDINGS, LLLP	Florida A09000000112	Limited Liability Limited Partnership

2. The name, jurisdiction, document number and entity type of the surviving entity are as follows:

Name	Jurisdiction/Document Number	Entity Type
LAZY C RANCH HOLDINGS, LLLP	Florida A09000000112	Limited Liability Limited Partnership

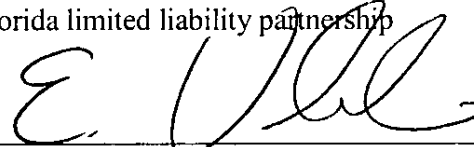
3. The merger was approved by each merging party in accordance with Chapter 620 of the Florida Statutes.

4. The effective date of the Merger shall be the date this Certificate is filed with the Florida Department of State.

Each merging party and all of the partners of the merging parties have caused this Certificate to be signed on 2/16, 2009.

MERGING PARTIES

LAZY C RANCH, LLP
a Florida limited liability partnership

By: 
ERIC P. VERBEKE
Its Managing Partner

LAZY C RANCH HOLDINGS, LLLP,
a Florida limited liability limited partnership

By: 
ERIC P. VERBEKE
Its Managing Partner

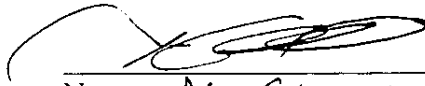
PARTNERS OF BOTH MERGING PARTIES:



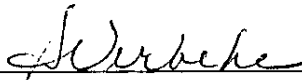
ERIC P. VERBEKE

HENRY E. VERBEKE REVOCABLE TRUST
u/a/d August 15, 2005, as amended

By: WACHOVIA BANK, N.A.,
Co-Trustee



Name: DAN COLWELL
Its: V.P. & TRUST ADVISOR

By: 

SIMONNE M. VERBEKE,
Co-Trustee

SIMONNE M. VERBEKE REVOCABLE
TRUST u/a/d August 15, 2005, as amended



SIMONNE M. VERBEKE, Trustee

408350