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(Business Entity Name)

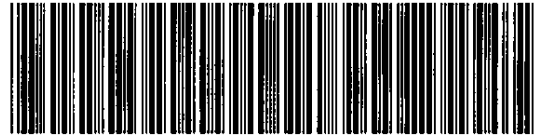
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN 26 AM 7:04

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Falk Family Partners, L.P., a FL Partnership
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Sandra T. Lynn, Esq.

Contact Person

Turner & Lynn, P.A.

Firm/Company

830 North Krome Avenue

Address

Homestead, FL 33030

City, State and Zip Code

sandrati@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandra T. Lynn, Esq.

(Name of Contact Person)

at (305)

247-6521

(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN 26 AM 7:04

ARTICLES OF MERGER
PLAN OF MERGER
of
FALK FAMILY PARTNERS, L.P., a TN Partnership
and
FALK FAMILY PARTNERS, L.P., a FL Partnership

FALK FAMILY PARTNERS, L.P., a Tennessee limited partnership and FALK FAMILY PARTNERS, L.P., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Plan of Merger is:

FALK FAMILY PARTNERS, L.P., a Tennessee limited partnership shall merge and become a part of FALK FAMILY PARTNERS, L.P., a Florida limited partnership.

2. The partners of FALK FAMILY PARTNERS, L.P., a Tennessee limited partnership, are as follows:

Robert I Falk, General Partner	.00830000%
Robert I Falk, Limited Partner	.41470000%
Susan J. Falk, Limited Partner	.40640000%
Todd R. Falk, Limited Partner	.08530000%
Vanessa J. Falk, Limited Partner	.08530000%

3. The partners of FALK FAMILY PARTNERS, L.P., a Florida limited partnership acquired all of the shares of FALK FAMILY PARTNERS, L.P. in their respective form and percentage interest as held in FALK FAMILY PARTNERS, L.P., a TN LP, as follows:

Robert I Falk, General Partner	.00830000%
Robert I Falk, Limited Partner	.41470000%
Susan J. Falk, Limited Partner	.40640000%
Todd R. Falk, Limited Partner	.08530000%
Vanessa J. Falk, Limited Partner	.08530000%

4. All accounts and assets and debts of FALK FAMILY PARTNERS, L.P., a Tennessee limited partnership, shall become accounts and assets and debts of FALK FAMILY PARTNERS, L.P., a Florida limited partnership.

5. The effective date of the merger is:
Date of Filing

6. The principal place of business of the surviving Limited Partnership shall be 11 Exuma Road, Key Largo, Florida 33037.

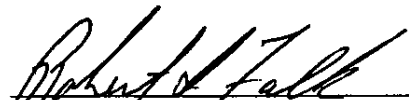
7. FALK FAMILY PARTNERS, L.P., a Tennessee limited partnership, adopted the Plan of Merger on March 2, 2009, by a vote of the partners.


8. FALK FAMILY PARTNERS, L.P., a Florida limited partnership adopted the Plan of Merger on March 9, 2009, by a vote of the partners.

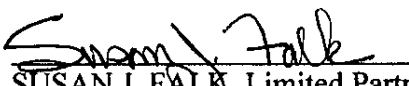
9. Each of the Limited Partners by the signing of these Articles of Merger waives any and all appraisal rights and/or right to obtain payment of the fair value of their limited partnership interest of the Partnership.


10. The surviving Partnership of FALK FAMILY PARTNERS, L.P., a Florida limited partnership, shall adopted and ratify the Partnership Agreement of FALK FAMILY PARTNERS, L.P., a Tennessee limited partnership as the Partnership Agreement of the surviving Partnership.


FALK FAMILY PARTNERS, L.P.
a Tennessee limited partnership

By: 
ROBERT I. FALK, General Partner
11 Exuma Road, Key Largo, FL 33037

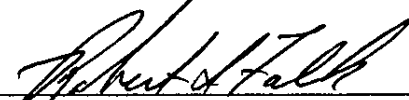
By: 
ROBERT I. FALK, Limited Partner
11 Exuma Road, Key Largo, FL 33037


By: 
SUSAN J. FALK, Limited Partner
11 Exuma Road, Key Largo, FL 33037

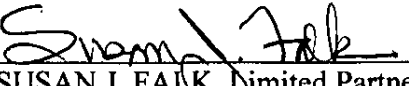
By: 
TODD R. FALK, Limited Partner
507 Bellemeade Blvd, Nashville, TN 37205

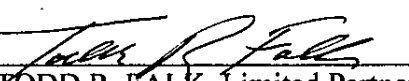
By: 
VANESSA J. FALK, Limited Partner
507 Bellemeade Blvd, Nashville, TN 37205

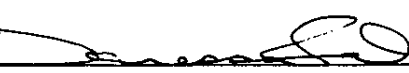
FALK FAMILY PARTNERS, L.P.
a Florida limited partnership.

By: 
ROBERT I. FALK, General Partner
11 Exuma Road, Key Largo, FL 33037

By: 
ROBERT I. FALK, Limited Partner
11 Exuma Road, Key Largo, FL 33037

By: 
SUSAN J. FALK, Limited Partner
11 Exuma Road, Key Largo, FL 33037

By: 
TODD R. FALK, Limited Partner
507 Bellemeade Blvd, Nashville, TN
37205

By: 
VANESSA J. FALK, Limited Partner
507 Bellemeade Blvd, Nashville, TN
37205