

To: FL Dept. of State
Subject: 000399.116716

From: Katie Wonsch

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Division of Corporations

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**Florida Department of State
Division of Corporations
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From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
BISCUIT FAMILY ENTERPRISES, LTD**

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| Certificate of Status | 0 |
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| Estimated Charge | \$105.00 |

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**CERTIFICATE OF MERGER
FOR
VSMB PARTNERSHIP, LP,
A NEVADA LIMITED PARTNERSHIP
INTO
BISCUIT FAMILY ENTERPRISES, LTD,
A FLORIDA LIMITED PARTNERSHIP**

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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> |
|----------------------|---------------------|---------------------|
| VSMB PARTNERSHIP, LP | Nevada | 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> |
|------------------------------------|--------------------------|---------------------|
| BISCUIT FAMILY ENTERPRISES, LTD | AD90000000488 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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5. Signatures for the general partner of VSMB PARTNERSHIP, LP, a Nevada limited partnership and by the general partner of BISCUIT FAMILY ENTERPRISES, LTD, a Florida limited partnership:

VSMB PARTNERSHIP, LP, a Nevada limited partnership

BFE, INC., a Florida corporation

By: 

Thomas E. Blankenship, President

"General Partner"

BISCUIT FAMILY ENTERPRISES, LTD, a Florida limited partnership

BISCUIT MANAGEMENT, LLC, a Florida limited liability company

By: 

Jonathan D. Fleece, Manager

"General Partner"

JAM:CMK:cb/8973-3/Certificate of Merger

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**PLAN OF MERGER
FOR
VSMB PARTNERSHIP, LP,
A NEVADA LIMITED PARTNERSHIP
AND
BISCUIT FAMILY ENTERPRISES, LTD,
A FLORIDA LIMITED PARTNERSHIP**

This Plan of Merger dated Nov. 23, 2009, between VSMB PARTNERSHIP, LP, a Nevada limited partnership, and BISCUIT FAMILY ENTERPRISES, LTD, a Florida limited partnership.

WITNESS, THAT WHEREAS:

A. VSMB PARTNERSHIP, LP, a Nevada limited partnership, is a limited partnership organized under the laws of the State of Nevada.

B. BISCUIT FAMILY ENTERPRISES, LTD, a Florida limited partnership, is a limited partnership organized under the laws of the State of Florida.

The general partners of the constituent partnerships deem it desirable and in the best business interests of the partnerships and their partners that VSMB PARTNERSHIP, LP, a Nevada limited partnership be merged into BISCUIT FAMILY ENTERPRISES, LTD, a Florida 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. VSMB PARTNERSHIP, LP, a Nevada limited partnership shall merge with and into BISCUIT FAMILY ENTERPRISES, LTD, a Florida 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

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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:

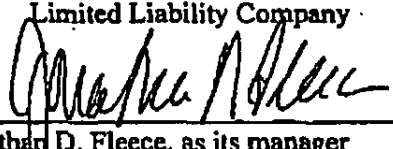
c/o Jonathan D. Fleece
Blalock, Walters, Held, Johnson, P.A.
802 11th Street West
Bradenton, FL 34205

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

VSMB PARTNERSHIP, LP,
a Nevada limited partnership

General Partner:

Biscuit Management, LLC, a Florida
Limited Liability Company

By: 
Jonathan D. Fleece, as its manager

Limited Partners:

Thomas E. Blankenship Revocable Living
Trust u/a/d December 10, 2004

By: 
Thomas E. Blankenship, as trustee

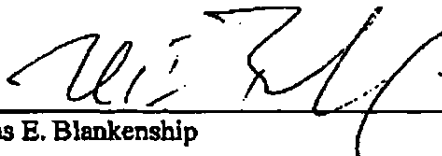
Georgia S. Blankenship Revocable Living
Trust u/a/d December 10, 2004

By: 
Georgia S. Blankenship, as co-trustee; and

By: 
Thomas E. Blankenship, as co-trustee

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TALLAHASSEE, FLORIDA

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Thomas E. Blankenship

and



Georgia S. Blankenship

as tenants by the entirety

BISCUIT FAMILY ENTERPRISES, LTD,
a Florida limited partnership

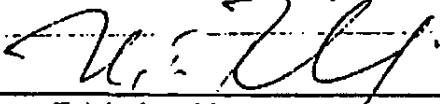
General Partner:

Biscuit Management, LLC, a Florida
Limited Liability Company

By: 
Jonathan D. Fleece, as its Manager

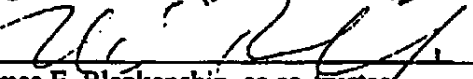
Limited Partners:

Thomas E. Blankenship Revocable Living
Trust u/a/d December 10, 2004

By: 
Thomas E. Blankenship, as trustee

Georgia S. Blankenship Revocable Living
Trust u/a/d December 10, 2004

By: 
Georgia S. Blankenship, as co-trustee; and

By: 
Thomas E. Blankenship, as co-trustee

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Thomas E. Blankenship

and


Georgia S. Blankenship

as tenants by the entirety

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