

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
E-FAY LIMITED PARTNERSHIP**

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

Merger

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FLORIDA DEPARTMENT OF STATE

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TALLAHASSEE, FLORIDA
14 JUN 24 AM 11:30

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CERTIFICATE/PLAN OF MERGER

OF

E-FAY LIMITED PARTNERSHIP, a Massachusetts Limited Partnership

INTO

E-FAY LIMITED PARTNERSHIP, a Florida Limited Partnership

The terms and conditions of the merger are:

1. E-FAY LIMITED PARTNERSHIP, a Massachusetts Limited Partnership (the "Merging Company") is merging into E-FAY LIMITED PARTNERSHIP, a Florida Limited Partnership (the "Surviving Company").

2. Each partner of the Merging Company will receive an identical percentage of partnership interest in the Surviving Company as that partner held in the Merging Company immediately preceding the effective date of this Certificate/Plan of Merger.

3. Each partner of the Surviving Company will continue to hold an identical percentage of partnership interest in the Surviving Company as that partner held in the Surviving Company immediately preceding the effective date of this Certificate/Plan of Merger.

4. All rights of the Merging Company and the Surviving Company shall be governed by the Partnership Agreement of the Surviving Company and Florida Statutes.

5. The partnership interests of the Merging Company will be terminated upon effectuation of this Certificate/Plan of Merger.

6. This Certificate/Plan of Merger complies with the Florida Revised Uniform Limited Partnership Act of 2005, is permitted under Florida Law and has been authorized and approved by the Surviving Company in accordance with the applicable organizational documents of the Surviving Company, in compliance with Florida Law.

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7. This Certificate/Plan of Merger complies with the Massachusetts Uniform Limited Partnership Act, is permitted under Massachusetts Law and has been authorized and approved by the Merging Company in accordance with the applicable organizational documents of the Merging Company, in compliance with Massachusetts Law.

8. The General Partners of the Surviving Company are Lee E. Yaffe, Gayle Gagnon and Karen M. Fischer.

9. This Certificate/Plan of Merger is on file at the place of business of the Surviving Company, whose address is 6075 Via Crystalle, Delray Beach, Florida 33484.

10. All partners of the Merging Company and the Surviving Company hereby waive any notification requirements and appraisal rights granted under Massachusetts Statutes and Florida Statutes.

11. A copy of this Certificate/Plan of Merger will be furnished by the Surviving Company on request and without any cost to any person holding an interest in any Limited Partnership that is a party to this Certificate/Plan of Merger.

12. The Surviving Company hereby agrees to irrevocably appoint the Massachusetts Secretary of State and his successor in office to be its true and lawful attorney upon whom all lawful process in any such action suit or proceeding in the commonwealth may be served in the manner set forth in subsections (d), (e), and (g) of section 15.10 of Part 15 of Chapter 156D relative to foreign corporations; except that the plaintiff in the action, suit or proceeding shall furnish the state secretary with the address specified in the certificate of consolidation or merger provided for in this section and the state secretary shall notify the surviving of resulting entity at that address.

13. This Certificate/Plan of Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures were upon the same instrument.

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14. This Certificate/Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

15. Any term or provision of this Certificate/Plan of Merger which is invalid or unenforceable in any jurisdiction shall, as to that jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms and provisions of this Certificate/Plan of Merger or affecting the validity or enforceability of any terms or provisions of this Certificate/Plan of Merger in any other jurisdiction. If any provision of this Certificate/Plan of Merger is so broad as to be unenforceable, the provision shall be interpreted to be only so broad as is enforceable.

16. This Merger shall become effective as of the date of filing in the office of the Secretary of State of Florida and Massachusetts, respectively.

[Remainder Left Intentionally Blank]

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IN WITNESS WHEREOF, this Certificate/Plan of Merger is hereby authorized and approved by all General Partners and all Limited Partners of both the Merging Company and the Surviving Company and is executed by the undersigned parties effective as of May 1, 2014.

MERGING COMPANY:

E-FAY LIMITED PARTNERSHIP, a Massachusetts Limited Partnership

By: LEE E. YAFFE General and Limited Partner

By: GAYLE GAGNON, General and Limited Partner

By: KAREN M. FISCHER, General and Limited Partner

SURVIVING COMPANY:

E-FAY LIMITED PARTNERSHIP, a Florida Limited Partnership

By: LEE E. YAFFE, General and Limited Partner

By: GAYLE GAGNON, General and Limited Partner

By: KAREN M. FISCHER, General and Limited Partner

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MERGING COMPANY:

E-FAY LIMITED PARTNERSHIP, a Massachusetts Limited Partnership

By: _____
LEE E. YAFFE, General and Limited Partner

By: *Gayle Gagnon*
GAYLE GAGNON, General and Limited Partner

By: _____
KAREN M. FISCHER, General and Limited Partner

SURVIVING COMPANY:

E-FAY LIMITED PARTNERSHIP, a Florida Limited Partnership

By: _____
LEE E. YAFFE, General and Limited Partner

By: *Gayle Gagnon*
GAYLE GAGNON, General and Limited Partner

By: _____
KAREN M. FISCHER, General and Limited Partner

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MERGING COMPANY:

E-FAY LIMITED PARTNERSHIP, a Massachusetts Limited Partnership

By: _____
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By: _____
GAYLE GAGNON, General and Limited Partner

By: Karen Fischer
KAREN M. FISCHER, General and Limited Partner

SURVIVING COMPANY:

E-FAY LIMITED PARTNERSHIP, a Florida Limited Partnership

By: _____
LEE E. YAFFE, General and Limited Partner

By: _____
GAYLE GAGNON, General and Limited Partner

By: Karen Fischer
KAREN M. FISCHER, General and Limited Partner