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A 97000000421

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):
KFP Holdings Ltd.

- ☐ Walk In
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- ☐ Will Wait
- ☐ Photocopy

☐ Pick Up Time

- ☒ Certified Copy
- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☒ ALL CHARTER

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7

WCC
no yes sheet

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- ☐ Certificate of Fictitious Name
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

h3x
h3x

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 APR 28 PM 6:08
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 28 PM 12:11
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

KFP HOLDINGS, LTD., (A97000000421), a Florida limited partnership

INTO

KFP HOLDINGS, L.P. entity not qualified in Florida

File date: April 28, 2000, effective May 1, 2000

Corporate Specialist: Buck Kohr

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 620.203 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
KFP HOLDINGS, LTD. 1250 N.W. 124 th Avenue Plantation, Florida 33323	Florida	Limited Partnership

Florida Document/Registration Number: A97000000421 FEI Number: 65-0719801

KFP HOLDINGS, LP 1250 N.W. 124 th Avenue Plantation, Florida 33323	Delaware	Limited Partnership
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Florida Document/Registration Number: not applicable FEI Number: 22-3695472

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
KFP HOLDINGS, LP 1250 N.W. 124 th Avenue Plantation, Florida 33323	Delaware	Limited Partnership

Florida Document/Registration Number: not applicable FEI Number: 22-3695472

THIRD: The attached Plan of Merger meets the requirements of section 620.201, Florida Statute, and was approved by each Limited Partnership that is a party to the merger in accordance with Chapter 620, Florida Statute.

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of applicable jurisdiction.

FIFTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting partners of each Limited Partnership that is a party to the merger.

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EFFECTIVE DATE
4/28/02

SIXTH: The surviving entity agrees to pay the dissenting partners of each Limited Partnership that is party to the merger the amount, if any, to which they are entitled under section 620.205, Florida Statutes.

SEVENTH: The surviving entity has obtained the written consent of each person that as a result of the merger is now a general partner of the surviving entity pursuant to section 620.202, Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of the applicable jurisdiction and is not prohibited by the agreement of any Limited Partnership that is a party to the merger.

NINTH: The merger shall become effective as of the later of:
the date the Articles of Merger are filed with Florida Department of State
OR May 1, 2000

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signatures for each party:

KFP HOLDINGS, LTD.
Florida

By: David Kadoch
David Kadoch, General Partner

KFP HOLDINGS, LP
Delaware

GENERAL PARTNER
DSK Management Corp.

By: David Kadoch
David Kadoch, President

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EFFECTIVE DATE
5/1/00

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger is in accordance with section 620.202, is being submitted in accordance with section 620.201, Florida Statutes:

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name and Street Address
KFP HOLDINGS, LTD.
1250 N.W. 124th Avenue
Plantation, Florida 33323

Jurisdiction
Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name and Street Address
KFP HOLDINGS, LP
1250 N.W. 124th Avenue
Plantation, Florida 33323

Jurisdiction
Delaware

THIRD: The terms and conditions of the merger are as follows:

A. The Certificate of Limited Partnership of the surviving entity as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Limited Partnership of said surviving entity and said Certificate of Limited Partnership shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

B. The Partnership Agreement of the surviving entity as in force and effect upon the effective date of the merger will be the Partnership Agreement of said surviving entity and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the jurisdiction of organization of said surviving entity.

C. The General Partner of the surviving entity upon the effective date of the merger shall be the General Partner of the surviving entity until said General Partner is terminated in accordance with the Partnership Agreement of said surviving entity.

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, in cash or other property are as follows:

Each issued interest of the terminating entity shall, upon the effective date of the merger, be converted into comparable interests of the surviving entity. The issued interests of the surviving entity shall not be converted in any manner, but each said interest which is issued as of the effective date of the merger shall continue to represent one issued interest of the surviving entity.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Each partner of the surviving entity shall have the right to acquire interests, shares or obligations or other securities of the surviving entity, in accordance with the terms and provisions of the Partnership Agreement of the surviving entity.

FIFTH: The names and addresses of the General Partners are as follows:

Names and Addresses of General Partners

KFP HOLDINGS, LP

DSK Management Corp.
1250 N.W. 124th Avenue
Plantation, Florida 33323

KFP HOLDINGS, LTD.

David Kadoch
1250 N.W. 124th Avenue
Plantation, Florida 33323

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SIXTH:

The General Partner of the terminating entity and of the surviving entity, respectively, are hereby authorized, empowered, and directed to any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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~~EXPIRATION DATE~~
5/1/00