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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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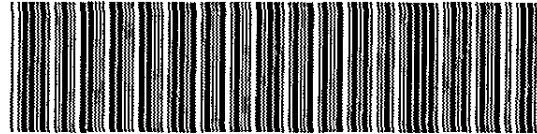
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/26/06 --01028--002 **446.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
2006 SEP 26 AM 11:19

EFFECTIVE DATE

4-30-06

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September 21, 2006

VIA UPS NEXT DAY AIR

JOHN K. COPELAND - OF COUNSEL

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 SEP 26 AM 11:19

RE: Limited Partnership Fees: Articles of Merger of Limited Partnerships;
and Amended Certificate of Limited Partnership

Dear Sir or Madam:

Enclosed please find the following original documents for filing with the Florida Department of State, Division of Corporations:

1. **ARTICLES OF MERGER OF LIMITED PARTNERSHIPS THE KREMSE
FAMILY LIMITED PARTNERSHIP NORTH INTO THE KREMSE
FAMILY LIMITED PARTNERSHIP SOUTH** - Merging THE KREMSE
FAMILY LIMITED PARTNERSHIP NORTH into THE KREMSE FAMILY
LIMITED PARTNERSHIP SOUTH (in duplicate):

a) Filing Fees: \$ 52.50 - each entity - THE KREMSE FAMILY
LIMITED PARTNERSHIP
NORTH

\$ 52.50 - each entity - THE KREMSE FAMILY
LIMITED PARTNERSHIP
SOUTH

b) Certified Copies: \$157.50 - 3 Certified Copies of Articles of Merger
at \$52.50 each

c) Certificate of Status: \$ 8.75 - each entity - THE KREMSE FAMILY
LIMITED PARTNERSHIP NORTH

\$ 8.75 - each entity - THE KREMSE FAMILY
LIMITED PARTNERSHIP
SOUTH

2. **AMENDED CERTIFICATE OF LIMITED PARTNERSHIP** (in duplicate):

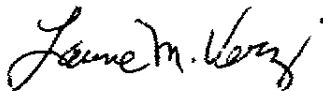
- a) Filing Fees: \$ 52.50 – each entity – THE KREMSER FAMILY
LIMITED PARTNERSHIP
SOUTH
Name Change to
KREMSER FAMILY
LIMITED PARTNERSHIP
- b) Certified Copies: \$105.00 – 2 Certified Copies of Articles of Merger
at \$52.50 each
- c) Fee: \$ 8.75 Certificate of Status
KREMSER FAMILY LIMITED
PARTNERSHIP

TOTAL FILING AND RELATED FEES: \$446.25

Please file the above-referenced Articles of Merger and Amended Certificate of Limited Partnership for the above-referenced entities and return the requested certified copies and requested Certificates of Status to our office. Thank you.

If you have any questions or require anything further, please contact our office.

Sincerely,



Laurie M. Verzi
Legal Assistant to
James Sopko, Esquire

:lmv
Enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF MERGER OF LIMITED PARTNERSHIPS
THE KREMSEY FAMILY LIMITED PARTNERSHIP NORTH INTO
THE KREMSEY FAMILY LIMITED PARTNERSHIP SOUTH**

Pursuant to Florida Statutes Section 620.201 through 620.205, KREMSEY MANAGEMENT, INC. as General Partner of KREMSEY FAMILY LIMITED PARTNERSHIP formerly known as THE KREMSEY FAMILY LIMITED PARTNERSHIP SOUTH sets forth as follows:

1. THE KREMSEY FAMILY LIMITED PARTNERSHIP NORTH, a ^{A97000000478} Florida Limited Partnership, has agreed to merge with THE KREMSEY FAMILY LIMITED PARTNERSHIP SOUTH, a Florida Limited Partnership. All of the assets of THE KREMSEY FAMILY LIMITED PARTNERSHIP NORTH shall be transferred to and become an asset of THE KREMSEY FAMILY LIMITED PARTNERSHIP SOUTH. ^{-A970000004} All of the outstanding liabilities of THE KREMSEY FAMILY LIMITED PARTNERSHIP NORTH shall be and are assumed by THE KREMSEY FAMILY LIMITED PARTNERSHIP SOUTH. The Limited Partners of both partnerships participating in this merger are the same owning the same interest in both Partnerships. All existing Limited Partners in THE KREMSEY FAMILY LIMITED PARTNERSHIP SOUTH and THE KREMSEY FAMILY LIMITED PARTNERSHIP NORTH shall retain their same interests in the merged Limited Partnership.

2. KREMSEY WRIGHT RD., INC. is the General Partner of THE KREMSEY FAMILY LIMITED PARTNERSHIP NORTH. The shares of stock in KREMSEY WRIGHT RD., INC. are owned by the same shareholders that own the outstanding stock in KREMSEY SALERNO RD., INC., a Florida corporation, the General Partner of THE KREMSEY FAMILY LIMITED PARTNERSHIP SOUTH. The two corporate General Partners are merging with KREMSEY SALERNO RD., INC. as the surviving entity. The surviving corporate entity will remain the General Partner of the surviving Limited Partnership.

3. THE KREMSEY FAMILY LIMITED PARTNERSHIP SOUTH will file an Amended Certificate of Limited Partnership reflecting a name change of the Partnership to "KREMSEY FAMILY LIMITED PARTNERSHIP". The Certificate will also reflect that the corporate General Partner has changed its name to KREMSEY MANAGEMENT, INC.

4. This Plan of Merger between THE KREMSEY FAMILY LIMITED PARTNERSHIP NORTH and THE KREMSEY FAMILY LIMITED PARTNERSHIP SOUTH was approved by the unanimous written consent of the Limited Partners of each Limited Partnership and by the General Partner of each Limited Partnership. KREMSEY MANAGEMENT, INC. formerly known as KREMSEY SALERNO RD., INC. has, by written consent, agreed to continue to serve as General Partner of the merged surviving Limited Partnership.

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REGISTRATION

EFFECTIVE DATE
9-30-06

5. The Effective Date of this merger is September 30, 2006 or the date the Articles of Merger are filed whichever is later.

6. Once filed with the Secretary of State of the State of Florida, these Articles of Merger will be recorded in the Public Records of each County where real property is owned by either THE KREMSER FAMILY LIMITED PARTNERSHIP NORTH or THE FAMILY LIMITED PARTNERSHIP SOUTH. Pursuant to Section 620.204 of the Florida Statutes the recording of these Articles shall vest ownership of all such real property in KREMSER FAMILY LIMITED PARTNERSHIP as the surviving entity of the merger with KREMSER MANAGEMENT, INC. as the General Partner of such Limited Partnership.

These Articles of Merger of Limited Partnership are executed this 15th day of September, 2006.

KREMSER MANAGEMENT, INC.,
formerly known as KREMSER
SALERNO RD., INC.

By: Wayne R. Kremser
Wayne R. Kremser, President
as General Partner
Kremser Family Limited
Partnership formerly known as
The Kremser Family Limited
Partnership South

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