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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

NOV 21 2011

EXAMINER

EFFECTIVE DATE 12/1/11

LOREN R. COOK & ASSOCIATES LTD., LLP
ATTORNEYS AT LAW

Raymond E. (Gene) McCain Jr.
Attorney/CPA
gmccain@absoluteplanning.com

790 W. Sam Houston Pkwy. N., Suite 202
Houston, Texas 77024
Telephone (713) 341-2740
Facsimile (713) 341-2750
Direct Line (713) 341-2753

November 10, 2011

Via First-Class Mail

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles and Certificate of Merger – MITCHELL KALOGRIDIS, LTD.

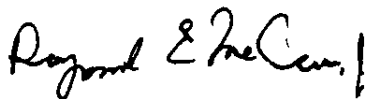
Please find the executed Articles and Certificate of Merger for the above referenced entity enclosed, along with payment of \$105.00 for the required filing fees.

Please return all correspondence concerning this matter to:

Raymond E. (Gene) McCain, Jr.
Loren R. Cook & Associates Ltd, LLP
790 W. Sam Houston N., Ste 202
Houston, TX 77024

If you have any questions, please do not hesitate to contact me.

Sincerely,



Raymond E. (Gene) McCain, Jr.

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TALLAHASSEE, FLORIDA

Enclosures

Houston-North Office
616 FM 1960 West, Suite 475
Houston, Texas 77090
Telephone (713) 341-2740
Facsimile (713) 341-2750

Austin Office
12117 Bee Caves Road, Suite 140
Austin, Texas 78738
Telephone (512) 263-8802
Facsimile (512) 263-8804

ARTICLES AND CERTIFICATE OF MERGER
OF
PAPU, LP
INTO
MITCHELL KALOGRIDIS, LTD.

Pursuant to Florida Statutes, Title XXXVI Business Organizations, Sections 620.2106 – 620.2109 and North Carolina General Statutes Sections 59-1070 – 59-1073 and other provisions of applicable law, and the partnership agreements of the following respective entities, the undersigned adopt the following Articles and Certificate of Merger for the purpose of merging PAPU, LP, a North Carolina Limited Partnership (the “Acquired Entity”) with and into MITCHELL KALOGRIDIS, LTD., a Florida Limited Partnership (the “Surviving Entity”).

1.

The name, organizational form, state of incorporation or organization, and file number issued by the Secretary of State for the Acquired Entity is: PAPU, LP, a North Carolina Limited Partnership with file number 0784108 and a principal place of business at 525 Pope Avenue, Winter Haven, Florida 33881. The Acquired Entity will not survive the merger.

2.

The name, organizational form, state of incorporation or organization, and file number issued by the Secretary of State for the Surviving Entity is: MITCHELL KALOGRIDIS, LTD., a Florida Limited Partnership with file number A97000001815 and a principal place of business at 2110-B Boca Raton Drive, Suite 102, Austin, Texas 78747. The Surviving Entity will survive the merger as a Florida Limited Partnership.

3.

A Plan and Agreement of Merger has been duly approved, and such approval was duly authorized by all actions of the partners of PAPU, LP and MITCHELL KALOGRIDIS, LTD. as required by the laws of the States of Florida and North Carolina and the constituent documents of each entity.

4.

A signed Plan and Agreement of Merger is on file at the principal place of business of PAPU, LP, the Acquired Entity and at the principal place of business of MITCHELL KALOGRIDIS, LTD., the Surviving Entity.

5.

No amendments to the certificate of formation of any filing entity that is a party to the merger are required or contemplated by the merger.

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ALLAHABAD, FLORIDA

EFFECTIVE DATE 12/1/11

6.

This document becomes effective when the document is accepted and filed by the Secretary of State/Department of State or if later, December 1, 2011, pursuant to the laws of the State of Florida.

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The mailing address of the surviving entity, Mitchell Kalogridis, Ltd. is:

2110-B Boca Raton Dr, Ste. 102, Austin, Texas 78747

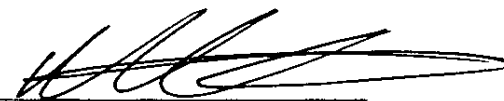
Mitchell Kalogridis, Ltd. will file with the North Carolina Secretary of State, as well as the Florida Department of State, a statement of any subsequent change in its mailing address at the time of such change.

Dated this 15 day of November, 2011.

PAPU, LP

By: 
MITCHELL DAVIS KALOGRIDIS,
MANAGING MEMBER OF
MITCHCO, LLC
A FLORIDA LIMITED LIABILITY COMPANY,
ITS GENERAL PARTNER

MITCHELL KALOGRIDIS, LTD.

By: 
MITCHELL DAVIS KALOGRIDIS,
PRESIDENT OF
KALO MANAGEMENT, INC.,
A FLORIDA CORPORATION,
ITS GENERAL PARTNER

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