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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

KOHL FAMILY ASSOCIATES, LTD.

Certificate of Status	0
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Page Count	09
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ARTICLES OF MERGER
Merger Sheet

MERGING:

KOHLCO PROPERTIES, PTR A FLORIDA ENTITY

into

KOHL FAMILY ASSOCIATES, LTD., a Florida entity A98000002558

File date: January 22, 2002

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA
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PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 22, 2002

KOHL FAMILY ASSOCIATES, LTD.
5100 ROUND LAKE ROAD
APOPKA, FL 32712

SUBJECT: KOHL FAMILY ASSOCIATES, LTD.
REF: A98000002558

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must contain the name(s) and address(es) of the general partner(s) of the surviving entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 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>
1. Kohl Family Associates, LTD. 5100 Round Lake Road Apopka, FL 32712	Florida	Limited Partnership

Florida Document/Registration Number: A98000002558FEI Number: 59-3544077

2. KOHLCO Properties, PTR, 5100 Round Lake Road Apopka, FL 32712	Florida	General Partnership
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Florida Document/Registration Number: N/AFEI Number: 65-0373786

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>
Kohl Family Associates, LTD. 5100 Round Lake Road Apopka, FL 32712	Florida	Limited Partnership

Florida Document/Registration Number: A98000002558 FEI Number: 59-3544077

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

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FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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 shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

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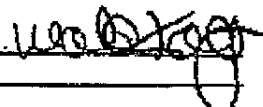
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Name of Entity Signature(s)

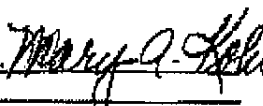
Typed or Printed Name of Individual

KOHLCO Properties PTR.



Walter H. Kohl, Jr.
General Partner

KOHLCO Properties PTR.



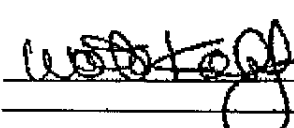
Mary A. Kohl
General Partner

KOHLCO Properties PTR.



Walter H. Kohl, III
General Partner

Kohl Family
Associates, LTD.



Walter H. Kohl, Jr., President
Oak View Mobile Home Sales, Inc.
its General Partner

JSS:kr/Clients/2361-8/Articles of Merger

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
KOHLCO Properties, PTR. a Florida General Partnership	Florida
Kohl Family Associates, LTD. a Florida Limited Partnership	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Kohl Family Associates, Ltd.	Florida

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

KOHLCO Properties, PTR. shall be merged with Kohl Family Associates, Ltd., with Kohl Family Associates, Ltd. being the surviving entity. Thereafter, all assets and liabilities of KOHLCO Properties, PTR. shall belong to and be the responsibility of Kohl Family Associates, Ltd. Subsequent to this merger, all tax reporting

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requirements and filings shall utilize the EIN Number issued to Kohl Family Associates, Ltd.

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, into cash or other property are as follows:

All assets will be retitled into the name of the surviving entity, Kohl Family Associates, Ltd., with the exception of any property owned by the merging entity, KOHLCO Properties, PTR., the proper documentation, including but not limited to filed Articles of Merger, shall be filed and recorded in each county where any such property is located.

- 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:

N/A

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

Oak View Mobile Home Sales, Inc.
2552 N.E. Turner Ave., 75
Arcadia, FL 34266

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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STATEMENT OF PARTNERSHIP MERGER

Pursuant to s.620.8907, Florida Statutes, after a merger, the surviving partnership or limited partnership may file a statement that one or more partnerships or limited partnerships have merged into the surviving entity.

1. The name of each partnership or limited partnership, as identified in the records of the Department of State that is a party to the merger:

Kohl Family Associates, LTD, a Florida Limited Partnership A98000002558

KOHLCO Properties, PTR. N/A

(Entity Name) (Document Number)

2. The name of the surviving entity into which the partnerships or limited partnerships were merged:

Kohl Family Associates, LTD

3. The street address of the surviving entity's chief executive office and of an office in this state, if any:

5100 Round Lake Road
Apopka, FL 32712

4. The surviving entity of the merger is:

 A partnership

X A limited partnership

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this _____ day of January, 2002.

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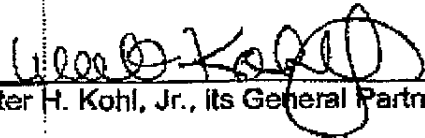
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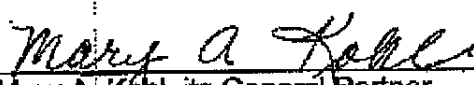
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KOHLCO Properties, PTR.

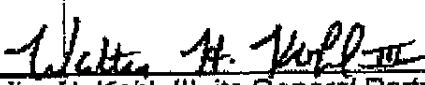
By:


Walter H. Kohl, Jr., its General Partner

By:

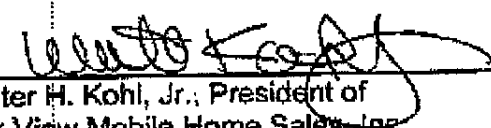

Mary A. Kohl, its General Partner

By:


Walter H. Kohl, III, its General Partner

Kohl Family Associates, LTD., a Florida Limited Partnership

By:


Walter H. Kohl, Jr., President of
Oak View Mobile Home Sales, Inc.,
its General Partner

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JSS:kr/Client/2361-8/Statement of Partnership Merger

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