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850) 45-6887

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To: The Florida Department of State
Subject: 000000127

From: A. Thomas

Monday, December 03, 2007 10:18 AM Page: 1 of 10

Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

00174-77931

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MERGER OR SHARE EXCHANGE

THE STANLEY AND JANET KANE FAMILY PARTNERSHIP II, LT

Certificate of Status	0
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A. Thomas DEC - 4 2007

To: The Florida Dept. of State
Subject: 000174.77831

From: Ashley Smith

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ARTICLES OF MERGER
OF
KANE MANAGEMENT ASSOCIATES, LTD.,
a Florida limited partnership,

and

THE STANLEY AND JANET KANE FAMILY PARTNERSHIP, LTD.,
a Florida limited partnership

and

THE STANLEY AND JANET KANE FAMILY PARTNERSHIP II, LTD.,
a Florida limited partnership

(Pursuant to the provisions of Chapter 620
of the Florida Statutes)

Pursuant to the provisions of Section 620.2106 of the Florida Statutes, the undersigned,
hereby certify by these Articles of Merger as follows:

1. The names of the limited partnerships which are parties to the Merger are KANE MANAGEMENT ASSOCIATES, LTD., a Florida limited partnership ("Kane Management"), THE STANLEY AND JANET KANE FAMILY PARTNERSHIP, LTD., a Florida limited partnership ("Kane FLP"), and THE STANLEY AND JANET KANE FAMILY PARTNERSHIP II, LTD., a Florida limited partnership ("Kane FLP II"). Kane Management will be the surviving limited partnership and is to be governed by the laws of the State of Florida.

2. The Plan and Agreement of Merger is attached hereto as Exhibit "A" and incorporated herein by reference in its entirety.

3. The Plan and Agreement of Merger was duly adopted in writing by all of the general partners of Kane Management, Kane FLP and Kane FLP II pursuant to Section 620.2108 of the Florida Statutes as of December 1st, 2007.

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4. The Plan and Agreement of Merger was duly adopted in writing by all of the general partners of Kane Management, Kane FLP and Kane FLP II pursuant to Section 620.2106 of the Florida Statutes as of December 1st, 2007.

5. The Merger shall become effective on December 31, 2007 at 11:58 pm, eastern standard time.

IN WITNESS WHEREOF, each of the limited partnerships party to the Merger have caused these Articles of Merger to be executed as of this 1st day of December, 2007.

WITNESSES:

[Signature]
Linda Goodell
[Signature]
Linda Goodell
[Signature]
Linda Goodell

KANE MANAGEMENT:

Kane Management Associates, Ltd., a
Florida limited partnership

By: [Signature]
Betty Kane-Hartnett, as general partner

By: [Signature]
Priscilla Kane Hellweg, as general partner

By: [Signature]
Katherine Kane, as general partner

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WITNESSES:

Robert M. [Signature]
Linda Goodell
Robert M. [Signature]
Linda Goodell
Robert M. [Signature]
Linda Goodell

KANE FLP:

The Stanley and Jane Kane Family
Partnership, Ltd., a Florida limited
partnership

By: [Signature]
Betsy Kane-Hartnett, as general partner

By: [Signature]
Priscilla Kane Hellweg, as general partner

By: [Signature]
Katherine Kane, as general partner

KANE FLP II:

The Stanley and Jane Kane Family
Partnership II, Ltd., a Florida limited
partnership

By: [Signature]
Betsy Kane-Hartnett, as general partner

By: [Signature]
Priscilla Kane Hellweg, as general partner

By: [Signature]
Katherine Kane, as general partner

Robert M. [Signature]
Linda Goodell
Robert M. [Signature]
Linda Goodell
Robert M. [Signature]
Linda Goodell

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TALLAHASSEE, FLORIDA

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EXHIBIT "A"

**PLAN AND
AGREEMENT OF MERGER
BETWEEN**

**KANE MANAGEMENT ASSOCIATES, LTD.,
a Florida limited partnership,**

and

**THE STANLEY AND JANET KANE FAMILY PARTNERSHIP, LTD.,
a Florida limited partnership**

and

**THE STANLEY AND JANET KANE FAMILY PARTNERSHIP II, LTD.,
a Florida limited partnership**

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TALLAHASSEE, FLORIDA**

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**PLAN AND
AGREEMENT OF MERGER
BETWEEN
KANE MANAGEMENT ASSOCIATES, LTD.,
a Florida limited partnership,
and
THE STANLEY AND JANET KANE FAMILY PARTNERSHIP, LTD.,
a Florida limited partnership
and
THE STANLEY AND JANET KANE FAMILY PARTNERSHIP II, LTD.,
a Florida limited partnership**

This Plan and Agreement of Merger (this "Agreement") is entered into and effective as of December 1st, 2007, by and between Kane Management Associates, Ltd., a Florida limited partnership ("Kane Management"), The Stanley and Janet Kane Family Partnership, Ltd., a Florida limited partnership ("Kane FLP") and The Stanley and Jane Kane Family Partnership II, Ltd., a Florida limited partnership ("Kane FLP II," and collectively with Kane Management and Kane FLP, the "Constituent Partnerships").

Background

A. Kane Management is a limited partnership duly organized under the law of the State of Florida. Kane FLP is a limited partnership duly organized under the law of the State of Florida. Kane FLP II is a limited partnership duly organized under the law of the State of Florida.

B. Kane FLP and Kane FLP II, upon the terms and subject to the conditions of this Agreement and in accordance with Chapter 620 of the Florida Statutes, will merge with and into Kane Management (the "Merger"), and Kane Management shall be the surviving limited partnership.

C. All of the General Partners and Limited Partners of Kane Management deem it advisable that Kane FLP and Kane FLP II be merged with and into Kane Management on the terms and conditions of this Agreement and in accordance with the Chapter 620 of the Florida Statutes.

D. All of the General Partners and Limited Partners of Kane FLP deem it advisable that Kane FLP be merged with and into Kane Management on the terms and conditions of this Agreement and in accordance with the Chapter 620 of the Florida Statutes.

E. All of the General Partners and Limited Partners of Kane FLP II deem it advisable that Kane FLP II be merged with and into Kane Management on the terms and conditions of this Agreement and in accordance with the Chapter 620 of the Florida Statutes.

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Terms Of The Merger

In consideration of the mutual promises and covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Partnerships have agreed and do hereby agree as follows:

1. Background. The parties hereby acknowledge and agree that the Background Section is true in all respects and shall be incorporated herein by reference.
2. Merger. Kane FLP and Kane FLP II shall be merged with and into Kane Management pursuant to the applicable provisions of Florida law, including Section 620.2106 of the Florida Statutes, and Kane Management shall be the surviving limited partnership.
3. Effect of Merger. From and after the filing of the Articles of Merger, the Constituent Partnerships shall be a single limited partnership, which shall be Kane Management as the surviving limited partnership, and the separate existence of Kane FLP and Kane FLP II shall cease except to the extent provided by the laws of the State of Florida in the case of a limited partnership after its merger into another limited partnership, while the existence of Kane Management shall continue unaffected and unimpaired. Kane Management shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited partnership organized under Florida law. Kane Management shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as private, nature of each of the Constituent Partnerships. All property, real, personal and mixed, all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Partnerships, shall be taken and deemed to be transferred to and vested in Kane Management without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Partnerships, shall not revert or be in any way impaired by reason of such merger. Kane Management shall hereafter be responsible and liable for all the liabilities and obligations of each of the Constituent Partnerships, and any claim existing or action or proceeding pending by or against either of the Constituent Partnerships may be prosecuted as if such merger had not taken place, or Kane Management may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Partnerships shall be impaired by the merger.
4. Certificate of Limited Partnership. The Certificate of Limited Partnership of Kane Management shall not be amended in any respect by reason of this Agreement.
5. Conversion of Shares. The manner of converting the outstanding partnership interests of each of the Constituent Partnerships shall be as follows: (i) All of the general and limited partnership interests of Kane Management issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder, continue to be outstanding with no adjustment as a result of the Merger; (ii) All of the general and limited partnership interests of Kane FLP owned immediately prior to the Effective Date of the Merger, which represent all of the issued and outstanding partnership interests of Kane FLP, shall, without any action on the part of the holder thereof, cease to exist

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and be cancelled by virtue of this Merger; and (iii) All of the general and limited partnership interests of Kane FLP II owned immediately prior to the Effective Date of the Merger, which represent all of the issued and outstanding partnership interests of Kane FLP II, shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger.

6. Further Assurances. If at any time after the Effective Date (as defined below) of the Merger Kane Management shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in Kane Management, according to the terms hereof, the title to any property rights of the Constituent Partnerships, the last acting general partners of Kane FLP, the last acting general partners of Kane FLP II, or the corresponding general partners of Kane Management shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in Kane Management, and otherwise carry out the purposes of this Agreement.

7. Approval By Partners. This Agreement has been approved by all of the general and limited partners of Kane Management, Kane FLP and Kane FLP II prior to the execution hereof.

8. Effective Date. The merger of Kane FLP and Kane FLP II with and into Kane Management shall become effective on December 31, 2007 at 11:58 pm, eastern standard time (the "Effective Date").

9. Termination. Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement may be terminated and abandoned by the general partners of either of the Constituent Partnerships at any time prior to filing of the Articles of Merger.

(Signatures on Following Page)

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IN WITNESS WHEREOF, the Constituent Partnerships have executed this Agreement on the date set forth above.

WITNESSES:

Robert M. Langer
Linda Goodell

Robert M. Langer
Linda Goodell

Robert M. Langer
Linda Goodell

Robert M. Langer
Linda Goodell

Robert M. Langer
Linda Goodell

Robert M. Langer
Linda Goodell

KANE MANAGEMENT:

Kane Management Associates, Ltd., a
Florida limited partnership

By: Betsy Kane-Hartnett
Betsy Kane-Hartnett, as general partner

By: Priscilla Kane Hellweg
Priscilla Kane Hellweg, as general partner

By: Katherine Kane
Katherine Kane, as general partner

KANE FLP:

The Stanley and Jane Kane Family
Partnership, Ltd., a Florida limited
partnership

By: Betsy Kane-Hartnett
Betsy Kane-Hartnett, as general partner

By: Priscilla Kane Hellweg
Priscilla Kane Hellweg, as general partner

By: Katherine Kane
Katherine Kane, as general partner

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WITNESSES:

[Signature]
Lenka Goodell

[Signature]
Lenka Goodell

[Signature]
Lenka Goodell

KANE FLP II:

The Stanley and Jane Kane Family
Partnership II, Ltd., a Florida limited
partnership

By: *[Signature]*
Betsy Kane-Hartnett, as general partner

By: *[Signature]*
Priscilla Kane Hellweg, as general partner

By: *[Signature]*
Katherine Kane, as general partner

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