

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
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Phone : (239) 344-1100
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

WRP-LP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

D. BRUCE

DEC 31 2007

EXAMINER

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**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SLW-LP, LLC	Florida	limited liability company LD5000094824

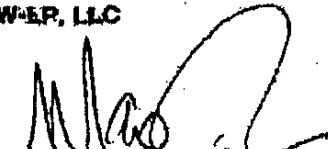
SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WRP-LP, LLC	Florida	limited liability company LD5000121657

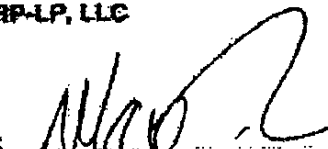
THIRD: The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The effective date of the merger shall be the date this document is filed with the Florida Department of State.

SLW-LP, LLC

By: 
Maxwell L. Press, Manager

WRP-LP, LLC

By: 
Maxwell L. Press, Manager

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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 §608.4381, F.S., is being submitted in accordance with §608.438, F.S.

FIRST: The exact name, form/entity type, and jurisdiction for each ~~merging~~ party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SLW-LP, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the ~~surviving~~ party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WRP-LP, LLC	Florida	limited liability company

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

1. **Merger.** In accordance with the provisions of the Florida Limited Liability Company Act, SLW-LP, LLC (the "Merging Entity"), shall merge with and into WRP-LP, LLC (collectively, hereinafter referred to as the "Merger"), the separate existence of the Merging Entity, shall cease, and WRP-LP, LLC shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Effective Date.** The Merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Limited Liability Company Act.

4. **Surviving Members.** The Members of the Surviving Entity as of the Effective Date shall remain the Members of the Surviving Entity following the Effective Date.

FOURTH: The manner and basis of converting the membership units of the merging party into membership units of the Surviving Entity, in whole or in part, into cash or other property are as follows:

A. Immediately prior to the Effective Date, all of the outstanding membership interests in the Merging Entity were owned by the owners of all the outstanding membership interests in the Surviving Entity, in the same proportion as they hold their interests in the Surviving Entity. Upon the Effective Date, each membership interest of the Merging Entity shall terminate. Each membership interest of the

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Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a membership interest of the Surviving Entity following the Merger.

B. There are no authorized or outstanding rights to acquire interests, membership units, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, membership units, obligations or other securities of the merging party into rights to acquire interests, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

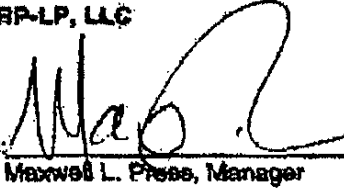
The undersigned have executed this Plan of Merger as of the 31 day of December 2007.

SLW-LP, LLC

By: 

Maxwell L. Press, Manager

WRP-LP, LLC

By: 

Maxwell L. Press, Manager

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