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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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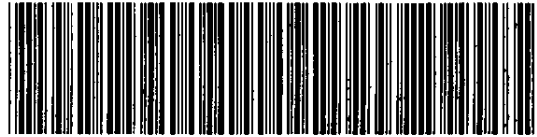
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/24/09--01033--025 **107.50

Merger

FILED
09 NOV 24 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. CAUSSEAU

NOV 25 2009

EXAMINER

GORDON • FEINBLATT
ROTHMAN, HOFFBERGER & HOLLANDER, LLC

LISA B. MOHAN
LEGAL ASSISTANT
410.576.4146
FAX 410.576.4032
lmohan@gfirlaw.com

ATTORNEYS AT LAW
233 EAST REDWOOD STREET
BALTIMORE, MARYLAND
21202-3332
410.576.4000
www.gfirlaw.com

November 23, 2009

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Merger of Bridge Private Lending, LLC (FL) into
Bridge Private Lending, LP (MD)

Dear Sir/Madam:

Please file the attached Certificate of Merger on behalf of Bridge Private Lending, LLC. A check in the amount of \$107.50 is enclosed to cover the filing fee for the one (1) LLC and the one (1) Corporation and the cost of a Certified Copy.

Please return the certified copy to me at your earliest convenience. If you have any questions, please contact me at the telephone number or e-mail address listed above.

Thank you for your assistance in this matter.

Very truly yours,



Lisa B. Mohan
Legal Assistant

Enclosures

cc: Christopher D. Scott, Esquire (w/o enclosures)
David B. Gibber, Esquire (w/o enclosures)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bridge Private Lending, LP
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Lisa B. Mohan, Legal Assistant

Contact Person

Gordon, Feinblatt, Rothman, Hoffberger & Hollander

Firm/Company

233 East Redwood Street

Address

Baltimore, MD 21202

City, State and Zip Code

dborinsky@bridgeprivatelending.com

E-mail address: (to be used for future annual report notification)

*Send original
& 1 copy*

For further information concerning this matter, please call:

Lisa B. Mohan, Legal Assistant

Name of Contact Person

at (410)

576-4146

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) 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>
Bridge Private Lending, LLC	Florida	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Bridge Private Lending, LP	Maryland	LP

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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TALLAHASSEE, FLORIDA

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

5508 Kemper Road, Baltimore, MD 21210

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

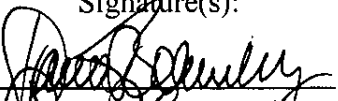
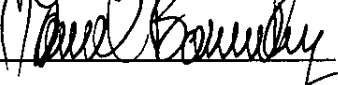
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 5508 Kemper Road, Baltimore, MD 21210

Mailing address: 5508 Kemper Road, Baltimore, MD 21210

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Bridge Private Lending, LLC		A. David Borinsky
Bridge Private Lending, LP		Bridge GP, LLC, GP
		by: A. David Borinsky

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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>
Bridge Private Lending, LLC	Florida	LLC

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>
Bridge Private Lending, LP	Maryland	LP

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

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The Merging Company is a wholly-owned subsidiary of Bridge GP, LLC,
a Maryland limited company (the "General Partner"). Upon the merger
of the Merging Company into the Surviving Partnership, the pre-existing
limited liability company interests of the Merging Company shall be cancelled
and the General Partner shall be issued a general partnership interest
in the Surviving Partnership.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

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TALLAHASSEE, FLORIDA

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED