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Division of Corporations

GRANT FRIDKIN 239-514-0377

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Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN,
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MERGER OR SHARE EXCHANGE

The TFF, LLC

Certificate of Status	1
Certified Copy	2
Page Count	03
Estimated Charge	\$103.75

C. LEWIS

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EXAMINER

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CERTIFICATE OF MERGER

THE TFF LIMITED PARTNERSHIP,

a New York limited partnership (the "Merging, LP")

with and into

THE TFF, LLC (the "Surviving, LLC")

a Florida limited liability company

The undersigned hereby files this Certificate of Merger with the Florida Department of State pursuant to Section 608.4382 of the Florida Statutes and will file a Certificate Merger with the Department of State of New York pursuant Sections 121-1103 and 121-1106 of the Article 8-A of the Revised Limited Partnership Act for the State of New York, in connection with the merger (the "Merger") of the entities identified herein below.

1. The merging entity is The TFF Limited Partnership, a New York limited partnership, referred to herein as Merging, LP.
2. The surviving entity is The TFF, LLC, a Florida limited liability company, referred to herein as Surviving, LLC.
3. The Surviving, LLC Articles of Organization were filed with the Florida Secretary of State on December 10, 2008 (document# 108000113130).
4. The Plan of Merger setting forth the terms and conditions of the merger is attached hereto as Exhibit A.
5. The effective date of the merger shall be December 16, 2008.
6. The Surviving, LLC will do business in Florida and will not do business in New York and thus will not file an application to do business in New York; provided, however, if Surviving, LLC intends on doing business in New York it will file such application.
7. The Plan of Merger was adopted by the all of the Members and Managers of Surviving, LLC by unanimous written consent on December 10, 2008, constituting the necessary approval of the merger by such limited liability company pursuant to the laws of the State of Florida, its state of incorporation.

8. The Plan of Merger was adopted by the General Partner and all of the Limited Partners of Merging, LP by unanimous written consent on December 10, 2008 constituting the necessary approval of the merger by such company pursuant to the laws of the State of New York, its state of organization.
9. Surviving, LLC agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of Merging, LP in which it was previously amenable to a suit in the State of New York as a constituent limited partnership in this merger and for the enforcement of the rights of partners of Merging, LP to receive payment against Surviving, LLC.
10. Surviving, LLC appoints the New York Secretary of State as its agent to accept service of process in any proceeding in New York to enforce against Surviving, LLC any obligation of the Merging, LP or to enforce the rights, of a dissenting Partner, if any, of the Merging, LP.

IN WITNESS WHEREOF, each of the undersigned has duly executed this
Certificate of Merger this 12 day of December, 2008.

The TFF, LLC,

Managers


Albert P. Foundos


Phillip H. Foundos

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**Exhibit A
Plan of Merger**

1. The name of the surviving limited liability company is The TFF, LLC, a Florida limited liability company (the "Surviving LLC"). The name of the merging limited partnership is The TFF Limited Partnership, a New York limited partnership (the "Merging LP")
2. The effective date of the Merger shall be December 16, 2008 (the "Effective Date").
3. The terms and conditions of the proposed merger are as follows: The Surviving LLC shall succeed and become the owner of all of the property and assets of any nature of the Merging LP and shall succeed to all of the Merging LP's rights, privileges, powers and franchises, public and private, and shall assume and be liable for all of the debts, liabilities, restrictions, disabilities and duties of the Merging LP, all to the fullest extent provided by the Florida Limited Liability Company Act. Each person who is a limited or general partner of Merging LP shall receive in exchange for their interest (whether general or limited) as a result of the merger, membership interest in Surviving LLC. For each interest or unit held by a partner, whether as a general or limited partner, in Merging LP, such partner shall receive the exact number of units or membership interest in Surviving LLC, and shall also become a Member of Surviving LLC. The General Partner, Albert P. Foundos of Merging LP shall be designated as a Manager of Surviving LLC, along with Phillip H. Foundos. Upon the consummation of the Merger the General Partners and/or officers of Merging LP shall no longer hold such positions.

The following are the names and address of the Managers of the Surviving LLC to which the management is vested:

**Albert P. Foundos
820 Bentwater Circle, Apt 202
Naples, Florida 34108**

**Phillip H. Foundos
5 Twelvepence Court
Melville, New York 1147**

4. The Limited Partners who acquire Membership Interest in the Surviving LLC shall have generally have the same rights, duties and privileges as to their limited partnership interests in the Merging LLC. The General Partner, however, shall only have the rights, duties and privileges as the other Members have in the Surviving LLC.