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TALLAHASSEE, FLORIDA

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BOND, SCHOENECK & KING, P.A.

ATTORNEYS AT LAW ■ FLORIDA KANSAS NEW YORK

DENNIS C. BROWN

Direct: 239-659-3843

dbrown@bsk.com

July 29, 2008

VIA FIRST CLASS MAIL

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: *Articles of Merger/Agreement and Plan of Merger*
 Indian Hill Partners, Inc. (a Delaware corporation – File # 2334260)
 *Indian Hill Partners, Inc. (a Florida corporation – Document # P08000062782)***

Dear Madam/Sir:

Enclosed please find Articles of Merger and an Agreement and Plan of Merger which merge Indian Hill Partners, Inc. (a Delaware corporation) with and into Indian Hill Partners, Inc. (a Florida corporation). Please file the Articles of Merger. We have enclosed a check in the amount of \$78.75 payable to the "Florida Department of State" to cover the applicable filing fees.

Once the document is filed, please forward a certified copy of the filed Articles of Merger and all other documentation confirming and relating to this filing to our office. We have enclosed a copy of the Articles of Merger for your convenience.

We appreciate your assistance in this matter. If you have any questions, please feel free to contact our office.

Very truly yours,

BOND, SCHOENECK & KING, P.A.



Dennis C. Brown

DCB/sc
Enclosures

ARTICLES OF MERGER

OF

INDIAN HILL PARTNERS, INC.
a Delaware corporation

WITH AND INTO

INDIAN HILL PARTNERS, INC.
a Florida corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations, INDIAN HILL PARTNERS, INC. (a Delaware corporation incorporated on April 28, 1993, Document # 2334260) and INDIAN HILL PARTNERS, INC. (a Florida corporation incorporated on June 27, 2008, Document # P08000062782), adopt these Articles of Merger for the purpose of merging INDIAN HILL PARTNERS, INC. (a Delaware corporation) with and into INDIAN HILL PARTNERS, INC. (a Florida corporation).

PLAN OF MERGER

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger, pursuant to the Internal Revenue Code Sections 368(a)(1)(A) and (F), of INDIAN HILL PARTNERS, INC. (a Delaware corporation) with and into INDIAN HILL PARTNERS, INC. (a Florida corporation), is attached to these Articles as an exhibit and are incorporated herein by reference.

ADOPTION OF PLAN

2. As to INDIAN HILL PARTNERS, INC. (a Delaware corporation):

A. The Agreement and Plan of Merger was adopted by the unanimous written consent of the Board of Directors of INDIAN HILL PARTNERS, INC. (a Delaware corporation) on July 24th, 2008 and Shareholder approval was not required.

3. As to INDIAN HILL PARTNERS, INC. (a Florida corporation):

A. The Agreement and Plan of Merger was adopted by the unanimous written consent of the Board of Directors of INDIAN HILL PARTNERS, INC. (a Florida corporation) on July 24th, 2008 and Shareholder approval was not required.

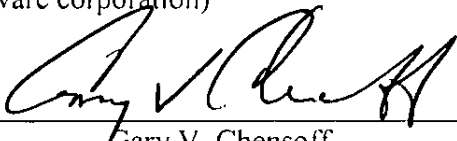
EFFECTIVE DATE

4. The merger shall be effective on the later of July 15, 2008 or on the date these Articles of Merger are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these
Articles to be executed as of July 24th, 2008.

INDIAN HILL PARTNERS, INC.
(a Delaware corporation)

By:

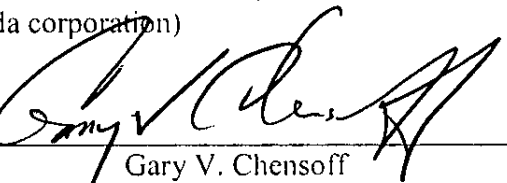


Gary V. Chensoff

President, Secretary, and Treasurer

INDIAN HILL PARTNERS, INC.
(a Florida corporation)

By:



Gary V. Chensoff

President, Secretary, and Treasurer

This instrument was prepared by:
BOND, SCHOENECK & KING
Attorneys at Law
4001 Tamiami Trail North
Suite 250
Naples, Florida 34103

AGREEMENT AND PLAN OF MERGER

BETWEEN

INDIAN HILL PARTNERS, INC.

a Delaware corporation

WITH AND INTO

INDIAN HILL PARTNERS, INC.

a Florida corporation

This Agreement and Plan of Merger made and entered into on the 24th day of July 2008, by and between INDIAN HILL PARTNERS, INC. (a Delaware corporation) and INDIAN HILL PARTNERS, INC. (a Florida corporation), pursuant to Title 8, Section 252 of the Delaware General Corporation Law, Section 607.1101 of the Florida Statutes and Section 368(a)(1)(A) and (F) of the Internal Revenue Code.

WITNESSETH:

WHEREAS, INDIAN HILL PARTNERS, INC. (a Delaware corporation) is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on April 28, 1993; and

WHEREAS, INDIAN HILL PARTNERS, INC. (a Florida corporation) is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on June 27, 2008; and

WHEREAS, the aggregate number of shares which INDIAN HILL PARTNERS, INC. (a Florida corporation) has authority to issue is 200; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that INDIAN HILL PARTNERS, INC. (a Delaware corporation), be merged into INDIAN HILL PARTNERS, INC. (a Florida corporation), on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and the State of Florida, respectively, which permit such merger.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained; INDIAN HILL PARTNERS, INC. (a Delaware

corporation) and INDIAN HILL PARTNERS, INC. (a Florida corporation), by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

INDIAN HILL PARTNERS, INC. (a Florida corporation) and INDIAN HILL PARTNERS, INC. (a Delaware corporation) shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of Delaware, by INDIAN HILL PARTNERS, INC. (a Delaware corporation) merging into INDIAN HILL PARTNERS, INC. (a Florida corporation), which shall be the surviving Corporation.

ARTICLE II

The effective date of the merger shall be the later of July 15, 2008, or the date the Articles of Merger were filed with the Florida Secretary of State. Upon the merger becoming effective:

1. The two Constituent Corporations shall be a single corporation, which shall be INDIAN HILL PARTNERS, INC. (a Florida corporation), as the Surviving Corporation, and the separate existence of INDIAN HILL PARTNERS, INC. (a Delaware corporation), shall cease except to the extent provided by the laws of the State of Delaware in the case of a corporation after its merger into another corporation.

ARTICLE III

The Articles of Incorporation of INDIAN HILL PARTNERS, INC. (a Florida corporation), shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

Prior to filing the Certificate of Merger with the State of Delaware and the Articles of Merger with the State of Florida, the shares are as follows:

<u>Name of Corporation</u>	<u>Authorized Shares</u>	<u>Class and Par Value</u>	<u>Outstanding Shares</u>
INDIAN HILL PARTNERS, INC. (a Delaware corporation)	200	Voting common, zero par value	1
INDIAN HILL PARTNERS, INC. (a Florida corporation)	200	Voting common, zero par value	1

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

Upon filing the Certificate of Merger with the State of Delaware and the Articles of Merger with the State of Florida, all of the issued and outstanding shares of INDIAN HILL PARTNERS, INC. (a Delaware corporation) shall be cancelled without consideration, and the shares of INDIAN HILL PARTNERS, INC. (a Florida corporation), the surviving corporation, shall remain the same. The ownership of the surviving corporation shall be as follows:

<u>Shareholder</u>	<u>Number of Shares Owned</u>	<u>Equity Values</u>
Gary V. Chensoff	1	\$10.00

ARTICLE V

The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any Delaware constituent corporation, as well as for enforcement of any obligation of the surviving corporation arising

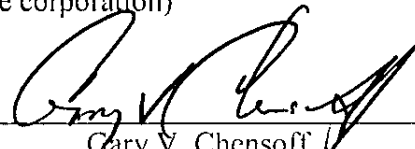
from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceeding pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 2000 Calusa Pines Drive, Naples, Florida 34120.

The foregoing Agreement and Plan of Merger was duly and unanimously adopted by the joint written consent of the Board of Directors of INDIAN HILL PARTNERS, INC. (a Delaware corporation) on July 24th, 2008 and Shareholder approval was not required, and by the Board of Directors of INDIAN HILL PARTNERS, INC. (a Florida corporation) on July 24th, 2008 and Shareholder approval was not required.

IN WITNESS WHEREOF, this Agreement and Plan of Merger was executed this 24th day of July, 2008.

INDIAN HILL PARTNERS INC.
(a Delaware corporation)

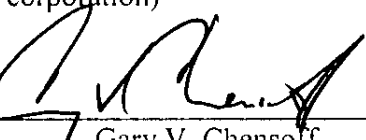
By:



Gary V. Chensoff
President, Secretary, and Treasurer

INDIAN HILL PARTNERS, INC.
(a Florida corporation)

By:



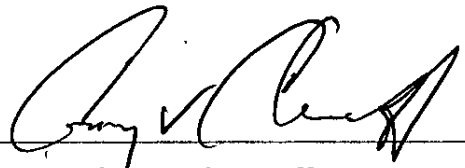
Gary V. Chensoff
President, Secretary, and Treasurer

This instrument was prepared by:
BOND, SCHOENECK & KING
Attorneys at Law
4001 Tamiami Trail North
Suite 250
Naples, Florida 34103

I, Gary V. Chensoff, President, Secretary and Treasurer of INDIAN HILLS PARTNERS, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of INDIAN HILL PARTNERS, INC., a corporation of the State of Delaware, was duly and unanimously adopted by the unanimous written consent of the Board of Directors of INDIAN HILL PARTNERS, INC. (a Delaware corporation) on July 24th, 2008 and Shareholder approval was not required.

WITNESS my hand on behalf of said INDIAN HILL PARTNERS, INC. (a Delaware corporation) on this 24th day of July, 2008.

By: _____



Gary V. Chensoff
President, Secretary, and Treasurer