

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073**

Certificate of Merger

Dear Sir or Madam:

Attached please find a Certificate of Merger form to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is a \$239.00. If your document is more than 1 page, please include \$9.00 for each additional page of your document. You will receive a stamped "Filed" copy of your submitted document. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees.

Contact our Franchise Tax Section concerning taxes due on any Delaware companies merging out of existence. A check for the tax payment and the filing/assessment fee must accompany the Certificate for filing. Please make your check payable to the "Delaware Secretary of State".

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

encl.
rev. 07/04

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED PARTNERSHIP**

Pursuant to Title 8, Section 263(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving limited partnership is _____
_____, a _____ limited
partnership, and the name of the corporation being merged into this surviving partnership
is _____, a Delaware Corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited partnership and the merging corporation.

THIRD: The name of the surviving partnership is _____
_____.

FOURTH: The merger is to become effective on _____.

FIFTH: The Agreement of Merger is on file at _____
_____, the place of business of the surviving limited partnership.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited partnership on request, without cost, to any partner of any constituent limited partnership or stockholder of any constituent corporation.

SEVENTH: The surviving limited partnership agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation or limited partnership of Delaware, as well as for enforcement of any obligation of the surviving limited partnership arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings 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 limited partnership at _____
_____.

IN WITNESS WHEREOF, said Partnership has caused this certificate to be signed by a general partner, the _____ day of _____, A.D., _____.

By: _____
General Partner

Name: _____
Print or Type

Title: _____