

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

**Certificate of Merger or Consolidation of
Limited Partnership into Limited Liability Company**

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger or Consolidation of Limited Partnership into Limited Liability Company to be filed in accordance with the Limited Liability Company Act of the State of Delaware and the Limited Partnership Act of the State of Delaware. The fee to file the Certificate is a minimum of \$200.00. A stamp “Filed” copy of your submitted document will be returned. 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 entities 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 a Foreign Limited Partnership
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is _____
_____, a Delaware Limited Liability Company.

Second: The name of the Limited Partnership being merged into this surviving Limited Liability Company is _____.
The jurisdiction in which this Limited Partnership was formed is _____.

Third: The Agreement of Merger has been approved and executed by both entities.

Fourth: The name of the surviving Limited Liability Company is _____
_____.

Fifth: The executed agreement of merger is on file at _____
_____,
the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this _____ day of _____, A.D., _____.

By: _____

Authorized Person

Name: _____

Print or Type