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*ALSO ADMITTED IN NEW YORK
**ALSO ADMITTED IN OHIO

January 8, 2016

Via Federal Express
Department of State
Division of Corporations, Corporate Filings
The Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Organization and Merger of 12 West
104th Street Realty Co., LLC

Dear Sir or Madam,

Enclosed please find two (2) copies, including the original, of the following documents for 12 West 104th Street Realty Co., LLC:

1. Articles of Organization; and,
2. Articles of Merger.

Please note that the Agreement and Plan of Merger and the Certificate of Merger are attached as exhibits.

Also enclosed is a check for \$175.00 and a self-addressed stamped envelope to cover the \$125.00 fee to open a Florida LLC and \$50.00 to cover the Certificate of Merger fee for two parties to the merger.

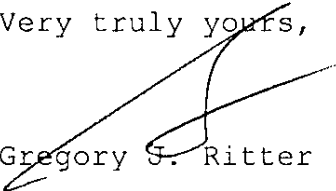
Please return the stamped (not certified) copy to the undersigned with the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact my paralegal, Sonya Witt, or the undersigned at (954)

340-2200 or by email to: sonyaw@ritterchusid.com.

Thank you for your assistance.

Very truly yours,



Gregory S. Ritter

GJR/sw
Enclosures

ARTICLES OF MERGER

OF A DOMESTIC AND FOREIGN LIMITED LIABILITY COMPANY

16 JUN 11 9:16 AM
TALLAHASSEE, FLORIDA

Articles of Merger between 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, and 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company.

Pursuant to §605.1021, §605.1022, §605.1023 and §607.1025 of the Revised Florida Limited Liability Company Act (the "Act"), 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, and 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company, adopt the following Articles of Merger:

ARTICLE 1

The names of the undersigned limited liability companies and the states under the laws of which they are organized are, respectively:

| <u>Name of Limited Liability Company</u> | <u>State</u> |
|--|--------------|
| 12 WEST 104TH STREET REALTY CO., LLC | Florida |
| 12 WEST 104TH STREET REALTY CO., LLC | New York |

ARTICLE II

The laws of the State of New York under which the constituent foreign limited liability company is organized permits such merger.

ARTICLE III

The name of the surviving limited liability company is 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, and it is to be governed by the laws of the State of Florida.

ARTICLE IV

The Agreement and Plan of Merger dated as of the 16th day of December, 2015, between 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company and 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company was approved and adopted by the members of 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company, on Dec. 16, 2015, and was approved and adopted by the members of 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, on Dec. 16, 2015.

ARTICLE V

The membership interests of 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company, shall be cancelled as of the effective date of the merger and no additional membership interest will be issued to the members of 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company.

ARTICLE VI

There are no changes to the Articles of Organization of 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, as a result of the merger.

ARTICLE VII

The Agreement and Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth herein.

ARTICLE VIII

Pursuant to §605.1026 of the Act, the date and time of the effectiveness of the merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

SECRETARY OF STATE
16 JAN 11 10:00 AM
TALLahassee, FL 32301

IN WITNESS WHEREOF, the parties have set their hands this 16th day of December 2015.

12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company

[Signature]
Witness

By: [Signature]
Andrew J. Fremer, Jr.
Managing Member

12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company

[Signature]
Witness

By: [Signature]
Andrew J. Fremer, Jr.
Managing Member

AGREEMENT AND PLAN OF MERGER

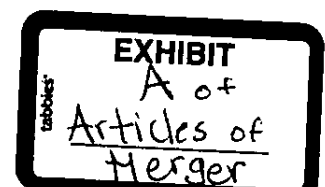
THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is dated as of the 16th day of December, 2015, by and between 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company (hereinafter sometimes referred to as the "Surviving Company"), and 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company (hereinafter sometimes referred to as the "Merged Company"). The Surviving Company and the Merged Company are sometimes hereinafter collectively referred to as the "Constituent Companies".

R E C I T A L S

All of the respective members of the Constituent Companies deem it desirable and to the advantage, welfare and best interest of the Constituent Companies to merge the Merged Company with and into the Surviving Company in order to combine the assets and business of the Constituent Companies and to achieve a more efficient operation having greater resources in the conduct of their business in a transaction qualifying as a tax free reorganization of two (2) limited liability companies taxed as partnerships.

THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Constituent Companies hereby agree in accordance with the New York State Limited Liability Company Law of the State of New York and the Florida Revised Limited Liability Company Act of the State of Florida that the Merged Company shall be, at the "Effective Date" (as hereinafter defined), merged into a single limited liability company existing under the laws of the State of Florida, to wit, 12 WEST 104TH STREET REALTY CO., LLC, and the Constituent Companies adopt and agree to the following agreements, terms and conditions:

1. Recitals. The recitals stated above are true and correct and are incorporated herein by reference.
2. Agreement to Merge. The Constituent Companies agree that the Merged Company shall be merged into the Surviving Company.
3. Name. The name of the Surviving Company shall be 12 WEST 104TH STREET REALTY CO., LLC



4. Articles of Organization. The Articles of Organization of the Surviving Company shall continue to be the Articles of Organization of the Surviving Company. No amendment to the Articles of Organization of the Surviving Company is to be effected as part of this Agreement.

5. Principal Office. The principal office of the Surviving Company shall be located at 401 East Las Olas Boulevard, Suite 130-517, Ft. Lauderdale, FL 33301.

6. Purpose of Surviving Company. The general purpose of the Surviving Company shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

7. Authorized and Issued Membership Interests. The issued membership interest of the Merged Company shall be cancelled as of the Effective Date. The members of the Surviving Company shall receive no membership interest in the Merged Company.

8. Managing Member of the Surviving Company. The present managing member of the Surviving Company shall continue as such until his successors are duly elected or designated after the Effective Date.

9. Surrender of Membership Interest of Merged Company. The members of the Merged Company shall surrender their membership certificate or certificates, if any, to the Surviving Company on the Effective Date.

10. Tax Free Exchange. It is the intention of the Constituent Companies that the merger contemplated by this Agreement be a tax-free reorganization.

11. Debts of Merged Company. All debts and liabilities of the Merged Company shall be assumed by and merged into the Surviving Company as of the Effective Date.

12. Further Instruments. The Merged Company shall, from time to time, as and when requested by the Surviving Company, execute and deliver or cause to be executed and delivered to the Surviving Company any and all deeds and other instruments and documents and will take or cause to be taken any and all further or other action as the Surviving Company may deem necessary or appropriate and shall request in order to convey, vest, perfect or confirm unto the Surviving Company title of record or otherwise to and possession of all property rights, privileges, powers and franchises succeeded to by the Surviving Company under this Agreement and in order to otherwise carry out the intent and purposes of this Agreement.

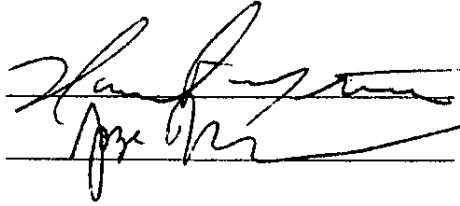
13. Filings with Departments of State and Effective Date. Contemporaneous with the execution of this Agreement, the Surviving Company and the Merged Company shall cause their respective Managing Members to execute Articles of Merger and a Certificate of Merger, respectively, in the forms attached hereto as Exhibits "A" and "B". Thereupon, such Articles of Merger and Certificate of Merger shall be delivered for filing by the Constituent Companies

to the Florida Department of State and the New York Department of State, if necessary, in accordance with the Florida Revised Limited Liability Company Act and the New York Limited Liability Company Law, respectively. At the Effective Date, the separate existence of the Merged Company shall cease and the Merged Company shall be merged into the Surviving Company. Consummation of this Agreement shall be effective on the date on which a Certificate of Merger in substantially the form attached hereto as Exhibit "B" is filed in the office of the Department of State of New York and such Articles of Merger in substantially the form attached hereto as Exhibit "A" is filed in the office of the Department of State of Florida, all after the satisfaction of the respective requirements of the applicable laws of said states prerequisite to such filings (the "Effective Date").

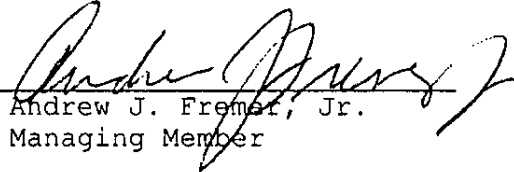
14. Amendment and Waiver. Any of the terms or conditions of this Agreement may be waived at any time by the one of the Constituent Companies which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Companies by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with of the Florida Revised Limited Liability Company Act.

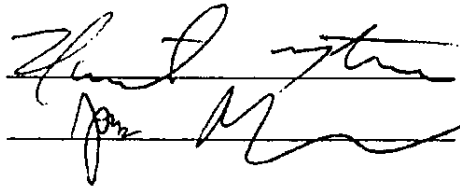
IN WITNESS WHEREOF, the Constituent Companies have caused this Agreement to be executed by the Managing Member of each of such corporations as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

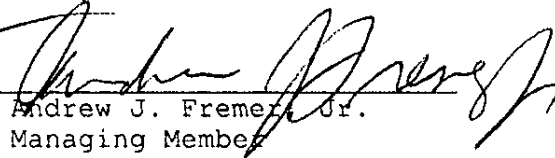


**12 WEST 104TH STREET REALTY CO.,
LLC**, a Florida limited liability
company

By: 
Andrew J. Fremont, Jr.
Managing Member



**12 WEST 104TH STREET REALTY CO.,
LLC**, a New York limited liability
company

By: 
Andrew J. Fremont, Jr.
Managing Member

ARTICLES OF MERGER

OF A DOMESTIC AND FOREIGN LIMITED LIABILITY COMPANY

Articles of Merger between 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, and 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company.

Pursuant to §605.1021, §605.1022, §605.1023 and §607.1025 of the Revised Florida Limited Liability Company Act (the "Act"), 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, and 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company, adopt the following Articles of Merger:

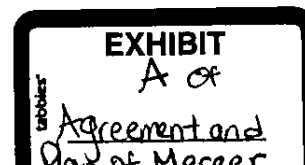
ARTICLE 1

The names of the undersigned limited liability companies and the states under the laws of which they are organized are, respectively:

| <u>Name of Limited Liability Company</u> | <u>State</u> |
|--|--------------|
| 12 WEST 104TH STREET REALTY CO., LLC | Florida |
| 12 WEST 104TH STREET REALTY CO., LLC | New York |

ARTICLE II

The laws of the State of New York under which the constituent foreign limited liability company is organized permits such merger.



ARTICLE III

The name of the surviving limited liability company is 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, and it is to be governed by the laws of the State of Florida.

ARTICLE IV

The Agreement and Plan of Merger dated as of the _____ day of _____, 2015, between 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company and 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company was approved and adopted by the members of 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company, on _____, 2015, and was approved and adopted by the members of 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, on _____, 2015.

ARTICLE V

The membership interests of 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company, shall be cancelled as of the effective date of the merger and no additional membership interest will be issued to the members of 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company.

ARTICLE VI

There are no changes to the Articles of Organization of 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company, as a result of the merger.

ARTICLE VII

The Agreement and Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth herein.

ARTICLE VIII

Pursuant to §605.1026 of the Act, the date and time of the effectiveness of the merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this _____ day of _____, 2015.

12 WEST 104TH STREET REALTY CO., LLC, a
Florida limited liability company

Witness By: _____
Andrew J. Fremer, Jr.
Managing Member

12 WEST 104TH STREET REALTY CO., LLC, a
New York limited liability company

Witness By: _____
Andrew J. Fremer, Jr.
Managing Member

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is dated as of the 16th day of December, 2015, by and between 12 WEST 104TH STREET REALTY CO., LLC, a Florida limited liability company (hereinafter sometimes referred to as the "Surviving Company"), and 12 WEST 104TH STREET REALTY CO., LLC, a New York limited liability company (hereinafter sometimes referred to as the "Merged Company"). The Surviving Company and the Merged Company are sometimes hereinafter collectively referred to as the "Constituent Companies".

R E C I T A L S

All of the respective members of the Constituent Companies deem it desirable and to the advantage, welfare and best interest of the Constituent Companies to merge the Merged Company with and into the Surviving Company in order to combine the assets and business of the Constituent Companies and to achieve a more efficient operation having greater resources in the conduct of their business in a transaction qualifying as a tax free reorganization of two (2) limited liability companies taxed as partnerships.

THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Constituent Companies hereby agree in accordance with the New York State Limited Liability Company Law of the State of New York and the Florida Revised Limited Liability Company Act of the State of Florida that the Merged Company shall be, at the "Effective Date" (as hereinafter defined), merged into a single limited liability company existing under the laws of the State of Florida, to wit, 12 WEST 104TH STREET REALTY CO., LLC, and the Constituent Companies adopt and agree to the following agreements, terms and conditions:

1. Recitals. The recitals stated above are true and correct and are incorporated herein by reference.
2. Agreement to Merge. The Constituent Companies agree that the Merged Company shall be merged into the Surviving Company.
3. Name. The name of the Surviving Company shall be 12 WEST 104TH STREET REALTY CO., LLC

EXHIBIT

A of

4. Articles of Organization. The Articles of Organization of the Surviving Company shall continue to be the Articles of Organization of the Surviving Company. No amendment to the Articles of Organization of the Surviving Company is to be effected as part of this Agreement.

5. Principal Office. The principal office of the Surviving Company shall be located at 401 East Las Olas Boulevard, Suite 130-517, Ft. Lauderdale, FL 33301.

6. Purpose of Surviving Company. The general purpose of the Surviving Company shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

7. Authorized and Issued Membership Interests. The issued membership interest of the Merged Company shall be cancelled as of the Effective Date. The members of the Surviving Company shall receive no membership interest in the Merged Company.

8. Managing Member of the Surviving Company. The present managing member of the Surviving Company shall continue as such until his successors are duly elected or designated after the Effective Date.

9. Surrender of Membership Interest of Merged Company. The members of the Merged Company shall surrender their membership certificate or certificates, if any, to the Surviving Company on the Effective Date.

10. Tax Free Exchange. It is the intention of the Constituent Companies that the merger contemplated by this Agreement be a tax-free reorganization.

11. Debts of Merged Company. All debts and liabilities of the Merged Company shall be assumed by and merged into the Surviving Company as of the Effective Date.

12. Further Instruments. The Merged Company shall, from time to time, as and when requested by the Surviving Company, execute and deliver or cause to be executed and delivered to the Surviving Company any and all deeds and other instruments and documents and will take or cause to be taken any and all further or other action as the Surviving Company may deem necessary or appropriate and shall request in order to convey, vest, perfect or confirm unto the Surviving Company title of record or otherwise to and possession of all property rights, privileges, powers and franchises succeeded to by the Surviving Company under this Agreement and in order to otherwise carry out the intent and purposes of this Agreement.

13. Filings with Departments of State and Effective Date. Contemporaneous with the execution of this Agreement, the Surviving Company and the Merged Company shall cause their respective Managing Members to execute Articles of Merger and a Certificate of Merger, respectively, in the forms attached hereto as Exhibits "A" and "B". Thereupon, such Articles of Merger and Certificate of Merger shall be delivered for filing by the Constituent Companies

to the Florida Department of State and the New York Department of State, if necessary, in accordance with the Florida Revised Limited Liability Company Act and the New York Limited Liability Company Law, respectively. At the Effective Date, the separate existence of the Merged Company shall cease and the Merged Company shall be merged into the Surviving Company. Consummation of this Agreement shall be effective on the date on which a Certificate of Merger in substantially the form attached hereto as Exhibit "B" is filed in the office of the Department of State of New York and such Articles of Merger in substantially the form attached hereto as Exhibit "A" is filed in the office of the Department of State of Florida, all after the satisfaction of the respective requirements of the applicable laws of said states prerequisite to such filings (the "Effective Date").

14. Amendment and Waiver. Any of the terms or conditions of this Agreement may be waived at any time by the one of the Constituent Companies which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Companies by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with of the Florida Revised Limited Liability Company Act.

IN WITNESS WHEREOF, the Constituent Companies have caused this Agreement to be executed by the Managing Member of each of such corporations as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

**12 WEST 104TH STREET REALTY CO.,
LLC**, a Florida limited liability
company

By: _____
Andrew J. Fremer, Jr.
Managing Member

**12 WEST 104TH STREET REALTY CO.,
LLC**, a New York limited liability
company

By: _____
Andrew J. Fremer, Jr.
Managing Member

New York State
Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

**CERTIFICATE OF MERGER
OF**

12 West 104th Street Realty Co., LLC, a New York limited liability company

(Insert Name of Domestic Entity)

AND

12 West 104th Street Realty Co., LLC, a Florida limited liability company

(Insert Name of Foreign Limited Liability Company)

INTO

12 West 104th Street Realty Co., LLC, a Florida limited liability company

(Insert Name of Foreign Limited Liability Company)

Under Section 1003 of the Limited Liability Company Law

FIRST: The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is: 12 West 104th Street Realty Co., LLC, a New York limited liability company and 12 West 104th Street Realty Co., LLC, a Florida limited liability company

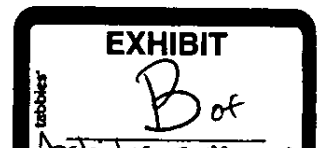
SECOND: For each domestic limited liability company and domestic other business entity, the date when its initial articles of organization or formation document was filed with Department of State is: May 2, 2001

THIRD: For each foreign limited liability company and foreign other business entity, the jurisdiction and date of filing of its original articles of organization or formation document and the date when its application for authority was filed with the Department of State is (if no such application has been filed, a statement to such effect and a statement that the foreign surviving limited liability company is not to do business in this state until it has filed an application for authority with the Department of State): _____, 20____

FOURTH: The agreement of merger has been approved and executed by each domestic limited liability company or other business entity that is to merge.

FIFTH: The name of the surviving foreign limited liability company is: 12 West 104th Street Realty Co., LLC, a Florida limited liability company

SIXTH: (optional) The future effective date of the merger, which does not exceed 30 days from the date of filing, is:



SEVENTH: The surviving foreign limited liability company may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited liability company, domestic business corporation or domestic other business entity previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Limited Liability Company Law of the right of members of any domestic limited liability company, shareholders of any domestic business corporation or owners of any domestic other business entity to receive payment for their interests against the surviving foreign limited liability company.

EIGHTH: Pursuant to Section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law or any applicable statute, the surviving foreign limited liability company will promptly pay to the shareholders of each domestic business corporation, members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, Limited Liability Company Law and any applicable statute relating to the right of shareholders, members and owners to receive payment for their interest.

NINTH: The Secretary of State is designated as agent of the foreign limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process served upon him or her is: 401 East Las Olas Blvd., Suite 130-517, Fort Lauderdale, FL 33301

TENTH: This merger is permitted by the jurisdiction of incorporation or organization for each foreign other business entity and foreign limited liability company and is in compliance therewith.

ELEVENTH: The agreement of merger is on file at the following place of business of the surviving foreign limited liability company: 401 East Las Olas Blvd., Suite 130-517, Fort Lauderdale, FL 33301

TWELFTH: A copy of the agreement of merger will be furnished by the surviving foreign limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

12 West 104th Street Realty Co., LLC,
a New York limited liability company

West 104th Street Realty Co., LLC,
a Florida limited liability company

(Name of Domestic Entity)

(Name of Foreign Limited Liability Company)

X

X

(Signature)

Andrew J. Fremer, Jr.

(Signature)

Andrew J. Fremer, Jr.

(Type or print name)
Managing Member

(Type or print name)
Managing Member

(Capacity of signer)

(Capacity of signer)

CERTIFICATE OF MERGER
OF

12 West 104th Street Realty Co., LLC, a New York limited liability company

(Insert Name of Domestic Entity)

AND

12 West 104th Street Realty Co., LLC, a Florida limited liability company

(Insert Name of Foreign Limited Liability Company)

INTO

12 West 104th Street Realty Co., LLC, a Florida limited liability company

(Insert Name of Foreign Limited Liability Company)

Under Section 1003 of the Limited Liability Company Law

Filed by:

Gregory J. Ritter, Esq.

(Name)

5850 Coral Ridge Drive, Suite 201

(Mailing address)

Coral Springs, FL 33076

(City, State and ZIP code)

NOTE: This form was prepared by the New York State Department of State for filing a certificate of merger with a foreign limited liability company survivor. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

(For office use only)