



526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

197000003395

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

The Toppel Family Foundation, Inc. (New York) MERGING INTO

The Toppel Family Foundation, Inc. (Florida)

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

01 APR 16 PM 4 30
 EXPED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 *****78.75 *****78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 APR 16 AM 10:03
 NOT RECORDED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING

DR
4/16/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE TOPPEL FAMILY FOUNDATION, INC., a New York corp not authorized to
transact business in Florida

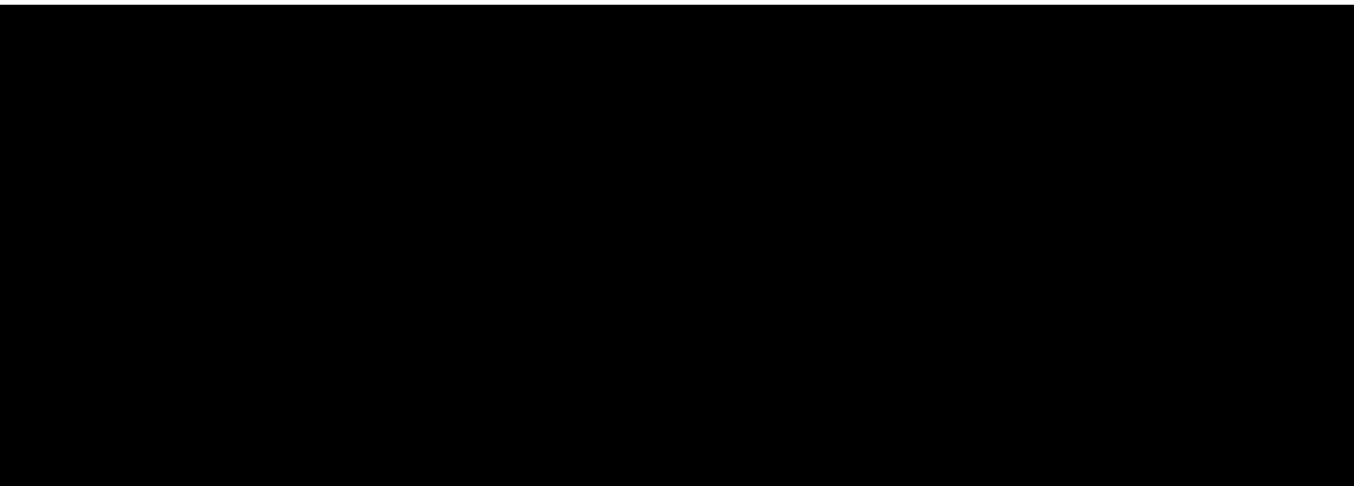
INTO

THE TOPPEL FAMILY FOUNDATION, INC., a Florida entity, N97000003395

File date: April 16, 2001

Corporate Specialist: Annette Ramsey

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ARTICLES OF MERGER

First: The name and jurisdiction of the surviving corporation is:

Name Jurisdiction

The Toppel Family Foundation, Inc. Florida

Second: The name and jurisdiction of the merging corporation is:

Name Jurisdiction

The Toppel Family Foundation, Inc. New York

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

The plan of merger was adopted by the members of the surviving corporation on August 9, 2000. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

6 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION

The plan of merger was adopted by the members of the merging corporation on August 9, 2000. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

6 FOR 0 AGAINST

FILED
01 APR 19 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

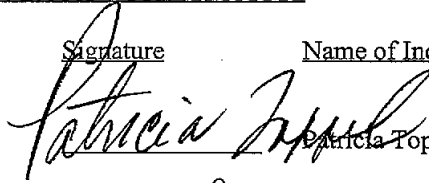
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

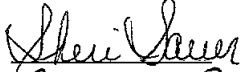
Signature

Name of Individual and Title

The Toppel Family
Foundation, Inc.



Patricia Toppel, President



Sheri Sauer, Secretary

The Toppel Family
Foundation, Inc.



Patricia Toppel, President



Sheri Sauer, Secretary

PLAN OF MERGER OF
THE TOPPEL FAMILY FOUNDATION, INC. (New York)
WITH AND INTO
THE TOPPEL FAMILY FOUNDATION, INC.

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS AND
OF SURVIVING CORPORATION

The names of the constituent corporations are The Toppel Family Foundation, Inc. (New York) and The Toppel Family Foundation, Inc. (.....). The Toppel Family Foundation, Inc. (New York) was formed on March 3, 1970, under the name The Harold and Patricia Foundation, Inc. The name was subsequently changed to The Harold and Patricia Toppel Foundation, Inc., and then changed again to The Toppel Family Foundation, Inc. (New York). The name of the surviving corporation is The Toppel Family Foundation, Inc.

ARTICLE II

MEMBERSHIP

The members of the Toppel Family Foundation, Inc. (New York) are Harold Toppel, Patricia Toppe, Jeffrey Toppel, Jonathan Toppel, Michael Toppel and Jennifer Toppel. The Toppel Family Foundation, Inc. has no members.

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

1. The manner and basis of merging The Toppel Family Foundation, Inc. (New York) with and into The Toppel Family Foundation, Inc. (.....) shall be as follows:

All of the assets of the Toppel Family Foundation, Inc. (New York) shall be transferred to the Toppel Family Foundation, Inc. The surviving corporation shall have no members.

ARTICLE IV

AMENDMENTS OR CHANGES IN CERTIFICATE OF INCORPORATION
OF SURVIVING CORPORATION

There will be no amendments or changes in the certificate of incorporation of the surviving corporation as a result of the merger.

ARTICLE V

AGREEMENTS BY SURVIVING FOREIGN CORPORATION REGARDING
SERVICE OF PROCESS AND SUIT

Because the surviving corporation is to be a foreign corporation, organized and existing under and by virtue of the laws of the State of Florida, the following statement of agreements on the part of said surviving corporation will, under section 906(d)(2)(D) of the Not-for-Profit Corporation Law, be required to be set forth in the certificate of merger which is to be delivered to the Department of State for filing:

"The surviving corporation, The Toppel Family Foundation, Inc. hereby 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 any domestic corporation or of any foreign corporation previously amenable to suit in the State of New York which is a constituent corporation in this merger, and The Toppel Family Foundation, Inc. (Florida) further agrees that it may be sued in the State of New York in respect of any property transferred or conveyed to it as provided in paragraph (c) of section 907 of the Not-for-Profit Corporation Law, or the use made of such property, or any transaction in connection therewith."

ARTICLE VI

MISCELLANEOUS PROVISIONS

- 1. Effective Date of Merger.** The proposed merger shall become effective upon the filing of the certificate of merger by the Department of State, and the certificate of merger shall not contain any provision to the contrary.
- 2. Abandonment of Plan.** Notwithstanding authorization of this plan by the members of either of the constituent corporations, if at any time prior to the filing of the certificate of merger by the Department of State it becomes the opinion of the board of directors of either of the constituent corporations that events or circumstances have occurred which render it inadvisable to consummate the merger, this plan of merger shall be deemed abandoned. The filing of the certificate of merger by the Department of State shall conclusively establish that this plan has not been abandoned.
- 3. Counterparts.** For the convenience of the parties and to facilitate approval of this plan, any number of counterparts of this plan may be executed and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this plan of merger has been subscribed on behalf of The Toppel Family Foundation, Inc. (New York) on August 9, 2000, and on behalf of The Toppel Family Foundation, Inc. on August 9, 2000, by the undersigned duly authorized officers of those corporations, the plan having been duly adopted by the board of directors and members of The Toppel Family Foundation, Inc. (New York) on August 9, 2000, and by the board of directors and members of The Toppel Family Foundation, Inc. on August 9, 2000.

THE TOPPEL FAMILY FOUNDATION, INC. _____

By: Patricia Toppel
Patricia Toppel, President

Attest: Sheri Sauer
Sheri Sauer, Secretary

THE TOPPEL FAMILY FOUNDATION, INC. (_____

By: Patricia Toppel
Patricia Toppel, President

Attest: Sheri Sauer
Sheri Sauer, Secretary

