

PO9000035357

(Requestor's Name)

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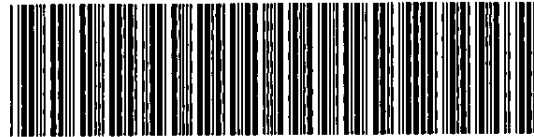
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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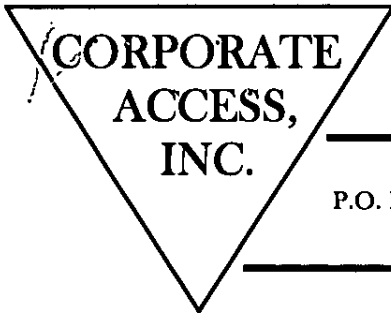
RECEIVED
09 APR 22 AM 10:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

Merger
Merger
C. COULLETTE

APR 22 2009

EXAMINER



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Merger

1. Zirka Realty & Management Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF MERGER OF
ZIRKA REALTY & MANAGEMENT INC.
INTO
ZIRKA REALTY & MANAGEMENT INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 APR 22 PM 3:04

To the Department of State
State of Florida:

Pursuant to the provisions of the Florida General Corporation Act, governing the merger of a foreign corporation with and into a domestic corporation, the corporations hereinafter named do hereby adopt the following articles of merger:

1. The names of the merging corporations are ZIRKA REALTY & MANAGEMENT INC., which is a business corporation organized under the laws of the State of New York, and the existence of which will cease and ZIRKA REALTY & MANAGEMENT INC., which is a business corporation organized under the laws of the State of Florida and which shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging ZIRKA REALTY & MANAGEMENT INC. with and into ZIRKA REALTY & MANAGEMENT INC. as approved by the Board of Directors of each of said corporations.

3. The number of shares of each of ZIRKA REALTY & MANAGEMENT INC. and ZIRKA REALTY & MANAGEMENT INC. which were entitled to vote at the time of the approval of the Plans of Merger by its shareholders is 100 shares of common stock, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporations approved the Plans of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 100. The date of said consents and approval was April 30, 2009.

4. ZIRKA REALTY & MANAGEMENT INC. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of

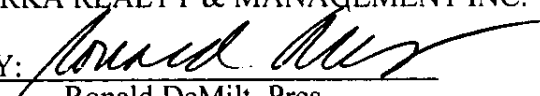
the jurisdiction of its organization. All of the shareholders of the surviving corporation approved the Plan of Merger pursuant to their written consent without a meeting of shareholders.

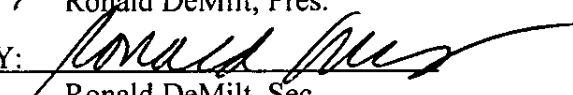
5. The applicable provisions of the laws of the jurisdiction of organization of ZIRKA REALTY & MANAGEMENT INC. relating to the merger of ZIRKA REALTY & MANAGEMENT INC. with and into ZIRKA REALTY & MANAGEMENT INC. have been complied with and permit the merger.

6. The merger herein provided for shall become effective in the State of Florida on the date the Certificate of Merger is filed by the Department of State.

IN WITNESS WHEREOF we have signed this certificate this 30th day of April, 2009.

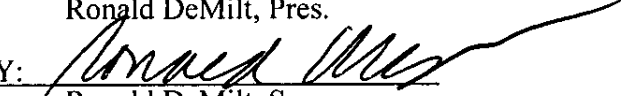
ZIRKA REALTY & MANAGEMENT INC.

BY: 
Ronald DeMilt, Pres.

BY: 
Ronald DeMilt, Sec.

ZIRKA REALTY & MANAGEMENT INC.

BY: 
Ronald DeMilt, Pres.

BY: 
Ronald DeMilt, Sec.

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On this day of , 2009, before me, a Notary Public in and for the State and County aforesaid, personally appeared Ronald DeMilt, the President and Secretary of ZIRKA REALTY & MANAGEMENT INC., and that he executed as said President and Secretary the foregoing Articles of Merger of said corporations as their acts and deeds and as the acts and deeds of said corporations.

Witness my hand and seal of office on the day and year first aforesaid.

Notary Public
Commission Expires:

Seal:

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On this day of , 2009, before me, a Notary Public in and for the State and County aforesaid, personally appeared Ronald DeMilt, who acknowledged to me that he is the President and Secretary of ZIRKA REALTY & MANAGEMENT INC. and that he executed as said President and Secretary the foregoing Articles of Merger of said corporation as his act and deed and as the act and deed of said corporation.

Witness my hand and seal of office on the day and year first aforesaid.

Notary Public
Commission Expires:

Seal:

**PLAN OF MERGER OF ZIRKA REALTY & MANAGEMENT INC.,
INTO ZIRKA REALTY & MANAGEMENT INC.**

The following Plan of Merger (the "Plan") shall effect the merger of ZIRKA REALTY & MANAGEMENT INC. a business corporation organized under the laws of the State of New York into ZIRKA REALTY & MANAGEMENT INC., a business corporation organized under the laws of the State of Florida.

1. The names of each constituent corporation to the merger are ZIRKA REALTY & MANAGEMENT INC. and ZIRKA REALTY & MANAGEMENT INC. The name of the surviving corporation is ZIRKA REALTY & MANAGEMENT INC. which shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of ZIRKA REALTY & MANAGEMENT INC. shall cease upon the effective date of the merger in accordance with the provisions of the New York Corporation Law.

2. ZIRKA REALTY & MANAGEMENT INC. has outstanding 100 shares of common stock. ZIRKA REALTY & MANAGEMENT INC. has outstanding 100 shares of common stock. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger are as follows:

(a) All the outstanding shares of ZIRKA REALTY & MANAGEMENT INC., the surviving corporation, shall remain unchanged in the hands of the holders thereof as outstanding shares of the surviving corporation.

(b) No cash or other consideration shall be paid or delivered for the shares of ZIRKA REALTY & MANAGEMENT INC. and the certificates for such shares shall be converted into shares of ZIRKA REALTY & MANAGEMENT INC. at the rate of one share for each one share of the surviving corporation.

(c) The certificate of incorporation and by-laws of ZIRKA REALTY & MANAGEMENT INC. shall remain unchanged until amended or changed as provided

therein or as provided by law. The officers and directors of ZIRKA REALTY & MANAGEMENT INC. shall remain as the officers and directors of the surviving corporation.

(d) All the property, real or personal; rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action and every other asset of ZIRKA REALTY & MANAGEMENT INC. shall be transferred to, vest in and devolve upon ZIRKA REALTY & MANAGEMENT INC., the surviving corporation, without further act or deed and every interest of the surviving corporation and ZIRKA REALTY & MANAGEMENT INC. shall be as effectively the property of the surviving corporation as they were of the surviving corporation and ZIRKA REALTY & MANAGEMENT INC.

(e) The surviving corporation shall assume and be liable for all the liabilities, obligations and royalties of ZIRKA REALTY & MANAGEMENT INC.

4. The Plan of Merger shall be submitted to the shareholders of ZIRKA REALTY & MANAGEMENT INC. for their approval and to the shareholders of ZIRKA REALTY & MANAGEMENT INC. for their approval.

5. The effective date in the State of Florida of the merger herein provided shall be the date the Certificate of Merger is filed by the Department of State.