

**ARTICLES OF MERGER
OF
BERT ADLER CO. INC.,
A NEW YORK CORPORATION
INTO
BERT ADLER CO. INC.,
A FLORIDA CORPORATION**

FILED
12 NOV 21 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, Sections 607.1109 of the Florida Business Corporation Act, the undersigned Florida corporation adopts the following Articles of Merger:

1. Bert Adler Co. Inc., a Florida corporation, whose address is 2143 NW 60th Circle, Boca Raton, Florida 33496, being validly and legally formed under the laws of the State of Florida and Bert Adler Co. Inc., a New York corporation, whose address is 2143 NW 60th Circle, Boca Raton, Florida 33496, being validly and legally formed under the laws of the State of New York, have adopted the Plan of Merger (*Plan of Merger*) which is attached hereto as Exhibit A and which is hereby made a part hereof.

2. The name and address of the surviving corporation is as follows:

Bert Adler Co. Inc.
2143 NW 60th Circle
Boca Raton, Florida 33496

3. The Plan of Merger meets the requirements of Section 607.1108, Florida Statutes, and was approved by each corporation in accordance with Chapter 607, Florida Statutes.

4. The Plan of Merger shall become effective upon the filing of this Articles of Merger with the Department of State.

20 IN WITNESS WHEREOF, the undersigned have executed this Articles of Merger as of this day of November, 2012.

BERT ADLER CO. INC.,
a Florida corporation

By: Carol Goodman
Carol Goodman, its President

BERT ADLER CO. INC.,
a New York corporation

By: Carol Goodman
Carol Goodman, its President

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PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
THIS PLAN OF MERGER is made this 20 day of November, 2012, between **Bert Adler Co. Inc.**, a Florida corporation (*Surviving Company*), and **Bert Adler Co. Inc.**, a New York corporation (*Absorbed Company*).

R E C I T A L S:

A. The Surviving Company is a corporation organized and existing under the laws of the State of Florida with its principal office at 2143 NW 60th Circle, Boca Raton, Florida 33496.

B. The Absorbed Company is a corporation organized and existing under the laws of the State of New York with its principal office at c/o Wasserman & Erenstoft, 401 Broadway, New York, New York 10013.

C. The following Plan of Merger was adopted and approved by each party to the merger in accordance with chapter 607 of the Florida Business Corporation Act (*Act*) and other applicable sections of the Act.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

1. **Recitals.** The foregoing recitals are true.
2. **Names of Merging Entities.** The name and address of the entities planning to merge are as follows:
 - a. Bert Adler Co. Inc., a Florida corporation
2143 NW 60th Circle
Boca Raton, Florida 33496
 - b. Bert Adler Co. Inc., a New York corporation
c/o Wasserman & Erenstoft
401 Broadway
New York, New York 10013
3. **Surviving Company.** The name and address of the Surviving Company is as follows:

Bert Adler Co. Inc., a Florida corporation
2143 NW 60th Circle
Boca Raton, Florida 33496
4. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the real and personal property of the

Absorbed Company, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors nor any liens on the property of the Absorbed Company shall be impaired by the merger.

5. **Conversion of Company Interest.** The manner of converting the ownership interests of the shareholders in the Absorbed Company into ownership interests in the Surviving Company is as follows:

The authorized, issued and outstanding shares of each shareholder divided by the total authorized, issued and outstanding shares of the Absorbed Company shall be multiplied by the fair market value of the assets in the Absorbed Company. The resulting dollar amount will carry over to the Surviving Company and will result in an ownership interest in the Surviving Company that is equal to such dollar amount. The resulting ownership interests in the Surviving Company will be calculated using the combined fair market value of the assets of both the Absorbed Company and the Surviving Company. Thus, each shareholder will have the same number of shares in the Surviving Company with a monetary value equal to the monetary value of the shares they had in the Absorbed Company prior to the merger.

6. **Changes in Articles of Organization.** The Articles of Incorporation of the Surviving Company shall continue to be its Articles of Incorporation following the effective date of the merger.

7. **Effective Date of Merger.** The effective date of this merger shall be the date when the Certificate of Merger is filed with the Florida Department of State.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date set forth above.

BERT ADLER CO. INC.,
a Florida corporation

By: Carol Goodman
Carol Goodman, its President

BERT ADLER CO. INC.,
a New York corporation

By: Carol Goodman
Carol Goodman, its President