

Division of Corporations

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P 15000099611

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
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From: Account Name : DIVERSIFIED CORPORATE SERVICES INT'L, INC.
Account Number : I20090000024
Phone : (518) 434-2877
Fax Number : (302) 371-9850

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: jerry@diversifiedcorp.com

MERGER OR SHARE EXCHANGE
WILLIAM & SONS REALTY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 DEC 17 PM 4:31

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WILLIAM & SONS REALTY, INC.	FLORIDA	P15000099611

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WILLIAM & SONS REALTY, INC.	NEW YORK	1687278
WILLIAM & SONS REALTY, INC.	FLORIDA	P15000099611

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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.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on DECEMBER 14, 2015

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on DECEMBER 14, 2015

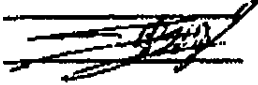
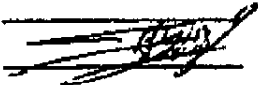
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

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(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
WILLIAM & SONS REALTY, INC. [A FL CORP., SURVIVOR]		GEORGE FAKHIR, CEO
WILLIAM & SONS REALTY, INC. [A NY CORP.]		GEORGE FAKHIR, CEO

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

WILLIAM & SONS REALTY, INC., a New York Corporation
into
WILLIAM & SONS REALTY, INC., a Florida Corporation, the
Survivor

This Plan of Merger is agreed to between William & Sons Realty, Inc., a New York corporation and William & Sons Realty, Inc., a Florida corporation. The parties agree as follows:

1. William & Sons Realty, Inc., a NY corp., shall merge into William & Sons Realty, Inc., a FL corp., the Survivor.

2. Each outstanding share of William & Sons Realty, Inc., shall be converted to a share of William & Sons Realty, Inc., at the rate of 1:1.

3. The Certificate of Incorporation of William & Sons Realty, Inc., as in effect immediately prior to the effective date of the merger, shall remain the Certificate of Incorporation of William & Sons Realty, Inc.

4. The Bylaws of William & Sons Realty, Inc., as in effect immediately prior to the effective date of the merger, shall remain the Bylaws of William & Sons Realty, Inc.

5. The directors and officers of William & Sons Realty, Inc., immediately prior to the effective date of the merger shall remain the directors and officers of William & Sons Realty, Inc.

6. Upon consummation of the merger, William & Sons Realty, Inc., a FL corp., the Survivor, shall succeed, without other transfer, to all the rights and property of William & Sons Realty, Inc., a NY corp., and shall be subject to all the debts, liabilities and obligations of William & Sons Realty, Inc., a NY corp., in the same manner as if incurred by William & Sons Realty, Inc., a FL corp., the Survivor.

7. All rights of creditors and all liens and trusts upon or arising from the property of William & Sons Realty, Inc., a FL corp., the Survivor, and William & Sons Realty, Inc., a NY corp., shall be preserved unimpaired, providing that the liens and trust obligations upon property of William & Sons Realty, Inc., a NY corp., shall be limited to the property affected thereby immediately prior to the time the merger is effective.

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8. Any action or proceeding pending by or against William & Sons Realty, Inc., a NY corp., may be prosecuted to judgment, which shall bind William & Sons Realty, Inc, a FL corp., the Survivor, or William & Sons Realty, Inc., a FL corp., the Survivor, may be proceeded against or substituted in its place.

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