

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
WILLIAM & SONS REALTY OF 29TH STREET, INC.**

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Merger

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TALLAHASSEE, FLORIDA

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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 OF 29TH STREET, INC.	FLORIDA	P15000099612

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
WILLIAMS & SONS REALTY OF 29TH STREET, INC.	NEW YORK	175481
WILLIAM & SONS REALTY OF 29TH STREET, INC.	FLORIDA	P15000099612

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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

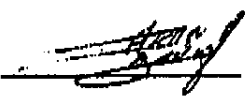
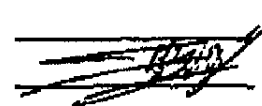
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(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>
<u>WILLIAM & SONS REALTY</u> <u>OF 29TH STREET, INC. (A</u> <u>FL CORP., SURVIVOR]</u>		<u>GEORGE FAKHIR, CEO</u> <u></u> <u></u> <u></u>
<u>WILLIAMS & SONS REALTY</u> <u>OF 29TH STREET, INC. (A</u> <u>NY CORP.]</u>		<u>GEORGE FAKHIR, CEO</u> <u></u> <u></u> <u></u> <u></u> <u></u> <u></u> <u></u> <u></u>

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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.

WILLIAMS & SONS REALTY OF 29TH STREET, INC., a New York Corporation

into

WILLIAM & SONS REALTY OF 29TH STREET, INC., a Florida Corporation, the Survivor

This Plan of Merger is agreed to between Williams & Sons Realty of 29th Street, Inc., a New York corporation and William & Sons Realty of 29th Street, Inc., a Florida corporation. The parties agree as follows:

1. Williams & Sons Realty of 29th Street, Inc., a NY corp., shall merge into William & Sons Realty of 29th Street, Inc., a FL corp., the Survivor.
2. Each outstanding share of Williams & Sons Realty of 29th Street, Inc., shall be converted to a share of William & Sons Realty of 29th Street, Inc., at the rate of 1:1.
3. The Certificate of Incorporation of William & Sons Realty of 29th Street, Inc., as in effect immediately prior to the effective date of the merger, shall remain the Certificate of Incorporation of William & Sons Realty of 29th Street, Inc.
4. The Bylaws of William & Sons Realty of 29th Street, Inc., as in effect immediately prior to the effective date of the merger, shall remain the Bylaws of William & Sons Realty of 29th Street, Inc.
5. The directors and officers of William & Sons Realty of 29th Street, Inc., immediately prior to the effective date of the merger shall remain the directors and officers of William & Sons Realty of 29th Street, Inc.
6. Upon consummation of the merger, William & Sons Realty of 29th Street, Inc., a FL corp., the Survivor, shall succeed, without other transfer, to all the rights and property of Williams & Sons Realty of 29th Street, Inc., a NY corp., and shall be subject to all the debts, liabilities and obligations of Williams & Sons Realty of 29th Street, Inc., a NY corp., in the same manner as if incurred by William & Sons Realty of 29th Street, 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 of 29th Street, Inc., a FL corp., the Survivor, and Williams & Sons

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Realty of 29th Street, Inc., a NY corp., shall be preserved unimpaired, providing that the liens and trust obligations upon property of Williams & Sons Realty of 29th Street, Inc., a NY corp., shall be limited to the property affected thereby immediately prior to the time the merger is effective.

8. Any action or proceeding pending by or against Williams & Sons Realty of 29th Street, Inc., a NY corp., may be prosecuted to judgment, which shall bind William & Sons Realty of 29th Street, Inc, a FL corp., the Survivor, or William & Sons Realty of 29th Street, Inc., a FL corp., the Survivor, may be proceeded against or substituted in its place.

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