

P99000055166

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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

600002973356--8
-08/30/99--01068--003
****70.00 ****70.00

CORPORATION(S) NAME

20 Clarke Place Realty Corp. (NY)

20 Clarke Place Realty Corp. (FL)

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- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
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C. COULLETTE SEP 10 1999

Thanks, Melanie

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

20 CLARKE PLACE REALTY CORP., a New York corporation not qualified in
Florida

INTO

20 CLARKE PLACE REALTY CORP., a Florida entity, P99000055166.

File date: August 30, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 30, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: 20 CLARKE PLACE REALTY CORP.
Ref. Number: P99000055166

We have received your document for 20 CLARKE PLACE REALTY CORP. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

This document must include verbage which would indicate who the survivor of this merger shall be. Please make corrections and return for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

To: Cheryl Coulliette
Document Specialist

Letter Number: 399A00043258

*From Melmic
Please back-date
this filing to
August 30, 1999*

Thanks, M.S

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ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The name of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
20 CLARKE PLACE REALTY CORP.	New York
20 CLARKE PLACE REALTY CORP.	Florida

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effect in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:

- (a) The name of each constituent corporation is as follows:
 1. 20 CLARKE PLACE REALTY CORP.; and
 2. 20 CLARKE PLACE REALTY CORP.

(b) The name of the surviving corporation is 20 CLARKE PLACE REALTY CORP. A corporation of the state of Florida and following the merger its name shall be 20 CLARKE PLACE REALTY CORP.

(b) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this merger, shall remain issued and outstanding.

(c) Each share of common stock of the merged corporation, which shall be issued and outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted into an equal number of shares of common stock of the surviving corporation.

(d) After the effective date of this merger each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of common stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this agreement each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares canceled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

(e) The Certificate of Incorporation of 20 CLARKE PLACE REALTY CORP. as in effect on the date of the merger provided for herein, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

(f) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(g) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(h) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in and evolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: The effective date of the certificate of merger shall be the 1st day of September, 1999.

SIXTH: The plan of merger was adopted by the shareholders of 20 CLARKE PLACE REALTY CORP., the New York Corporation on the 18th day of June, 1999 and was

adopted by the shareholders of 20 CLARKE PLACE REALTY CORP., the Florida Corporation on the 18th day of June, 1999.

Signed as of this 18th day of June, 1999.

20 CLARKE PLACE REALTY CORP.,
a New York corporation

By: Eva Ganis
EVA GANIS, sole shareholder,
director and officer

20 CLARKE PLACE REALTY CORP.,
a Florida corporation

By: Eva Ganis
EVA GANIS, sole shareholder,
director and officer