

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000061173

852 Alton Road Corp.

Please refund
Overage to Beloff +
Schwartz at
address on check

Merger
6-25-01
BMS

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

FILED

01 JUN 22 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/22/01--01056--013
*****75.00 *****70.00

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
☒ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

RECEIVED
01 JUN 22 AM 11:26
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OLD FOURTH WILLIS HOTEL CORPORATION, a Michigan corporation not
qualified in Florida

INTO

852 ALTON ROAD CORP., a Florida entity, P01000061173.

File date: June 22, 2001

Corporate Specialist: Doug Spitler



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 22, 2001

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: 852 ALTON ROAD CORP.
Ref. Number: P01000061173

We have received your document for 852 ALTON ROAD CORP. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6050.

Doug Spittler
Document Specialist

Letter Number: 901A00037977

RECEIVED
01 JUN 25 PM 3:29
DIVISION OF CORPORATION

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

ARTICLES OF MERGER**FILED**

01 JUN 22 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of Merger are being submitted in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street AddressJurisdictionEntity Type

1. Old Fourth Willis Hotel Corporation
c/o Robert Mooney
2520 Flamingo Drive
Miami Beach, Florida 33140

Michigan

corporation

Michigan Document/Identification Number: 477-970

FEI Number: 38-3355732

2. 852 Alton Road Corp.

Florida

corporation

c/o Robert Mooney

2520 Flamingo Drive

Miami Beach, Florida 33140

Florida Document/Identification Number: P01000061173

FEI Number: Applied for

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

Name and Street AddressJurisdictionEntity Type

852 Alton Road Corp.

Florida

corporation

c/o Robert Mooney

2520 Flamingo Drive

Miami Beach, Florida 33140

Florida Document/Identification Number: P01000061173

FEI Number: Applied for

THIRD: The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes and was approved by each corporation that it is a party to the merger in accordance with Chapter 607, Florida Statutes.

on June 19, 2001

FOURTH: The attached Plan of Merger was unanimously approved by the boards of directors of each merging entity and all of their stockholders, in accordance with the laws of their respective jurisdiction.

FIFTH: The surviving corporation has obtained a written consent of each shareholder of the merging parties that, as a result of the merger, is now a shareholder of the surviving corporation pursuant to Section 607.1103(2), Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation or By-laws of any corporation that is a party to the merger.

SEVENTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NINTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature

Typed or Printed Name of Individual

Old Fourth Willis Hotel Corporation

Robert Mooney Pres.

Robert Mooney, President

852 Alton Road Corp.

Robert Mooney Pres.

Robert Mooney, President

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 607.1103, Florida Statute is being submitted in accordance with the provisions of Section 607.1101, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
1. Old Fourth Willis Hotel Corporation c/o Robert Mooney 2520 Flamingo Drive Miami Beach, Florida 33140	Michigan
2. 852 Alton Road Corp. c/o Robert Mooney 2520 Flamingo Drive Miami Beach, Florida 33140	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
852 Alton Road Corp. c/o Robert Mooney 2520 Flamingo Drive Miami Beach, Florida 33140	Florida

THIRD: The terms and conditions of the merger are as follows:

The merging corporations, Old Fourth Willis Hotel Corporation and 852 Alton Road Corp., shall, pursuant to the provisions of the Florida Business Corporation Act (the "Act") be merged with and into a single corporation (the "Merger"), to wit, 852 Alton Road Corp., which shall be the surviving corporation (sometimes hereinafter referred to as the "Surviving Entity") upon the effective date of the Merger and which shall continue to exist as a surviving corporation pursuant to the provisions of the Act. The separate existence of Old Fourth Willis Hotel Corporation (sometimes hereinafter referred to as the Merging Entity") shall cease upon the effective date of the Merger. It is intended that the Merger shall qualify as a tax-free reorganization pursuant to Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

The Articles of Merger of the Surviving Entity, which has heretofore been filed with the Secretary of State of the State of Florida, shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Act.

The Board of Directors of the Surviving Entity upon the effective date of the Merger shall continue to be the Directors of the Surviving Entity after the Merger until their tenure is terminated in accordance with the Articles of Incorporation and/or By-laws of the Surviving Entity.

The within Plan of Merger shall require the written approval of all of the Directors and Shareholders of the Merging Entity as well as the written approval of all the Directors and Shareholders of the Surviving Entity.

The Directors of the Merging Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Michigan and that they will cause to be performed all necessary and appropriate acts therein and elsewhere to effectuate the Merger and to reflect in the records of the State of Michigan the merger of Old Fourth Willis Hotel Corporation into 852 Alton Road Corp., a Florida corporation.

The Directors of the Surviving Entity are hereby authorized, and empowered and directed to do any and all acts and things and make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for and they stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary and appropriate acts therein to effectuate the Merger.

The Merger shall be effective as of the date of filing of the Articles of Merger in the Office of the Secretary of the State of the State of Florida.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, share, obligations or other securities of the survivor, in whole or in part, into cash or other property as follows:

The interests of the shareholders in the Merging Entity, namely, Old Fourth Willis Hotel Corporation, shall be converted into interests in the Surviving Entity, namely, 852 Alton Road Corp. There shall not be any payment of cash or other property to the shareholders of the Merging Entity.

- B. The manner and basis of converting the rights to acquire interests, shares, obligations or other securities of each merged party into the rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property as follows:

The rights to acquire interests of the shareholders in the Merging Entity, namely, Old Fourth Willis Hotel Corporation, shall be converted into rights to acquire interests in the Surviving Entity, namely, 852 Alton Road Corp. There shall not be any payment of cash or other property to the shareholders of the Merging Entity.

FIFTH: The names and addresses of the Directors of the surviving entity, 852 Alton Road Corp., are as follows:

Robert Mooney
2520 Flamingo Drive
Miami Beach, Florida 33140

Nelson Fox
407 Lincoln Road, Suite 704
Miami Beach, Florida 33139

SIXTH:

The Merging Entity, Old Fourth Willis Hotel Corporation, is a Michigan corporation. In connection with a merger under Michigan law, the rights or interests in a corporation that is a constituent party to a merger may be exchanged for interest in the surviving corporation. Michigan law requires that (i) the directors of the Michigan corporation adopt a Plan of Merger which must be approved by a majority in interest of the Directors and Shareholders of the corporation, (ii) that a Certificate of Merger be executed by the merging entities, (iii) that if a foreign corporation is the surviving entity, an agreement by the surviving foreign corporation that the foreign corporation may be served with process in Michigan in any action or special proceedings for the enforcement of any liability or obligation with respect to the Merging Entity and with respect to the rights of shareholders to receive payment for their interests against the surviving foreign corporation, (iv) a designation that the Michigan Secretary of State is the agent of the surviving foreign corporation upon whom process may be served in any action or special proceeding and a post office address, within or without the State of Michigan, to which the Secretary of State shall mail a copy of any process served, (v) a statement in the Certificate of Merger that the merger is permitted by the jurisdiction of organization of any foreign corporation that is a party to the merger, (vi) a statement that the Plan of Merger is on file at the place of business of the surviving corporation, naming the address thereof, and that the surviving corporation shall cause a copy of the Articles of Merger / Certificate of Merger to be filed in the Office of the Clerk of each county in which each office of a constituent corporation is located and in the office of the official who was the recording officer of each county in Michigan in which real property of a corporation is situated.

SEVENTH: The merging parties hereby confirm that the name and street address of the Surviving Entity is:

852 Alton Road Corp.
c/o Robert Mooney
2520 Flamingo Drive
Miami Beach, Florida 33140

The Surviving Entity hereby agrees that it may be served with process in the State of Michigan in any action or special proceeding for the enforcement of any liability or obligation of the Merging Entity and, for the purpose thereof, designates the Secretary of State of the State of Michigan, at its office in Lansing, Michigan, as the agent upon whom process against the Surviving Entity may be served in accordance with Michigan law and any action or special proceeding and that the Secretary of State shall mail a copy of any process served at the address hereinabove set forth.

A copy of the Articles of Merger and the Plan of Merger is on file at the place of business of the Surviving Entity at the address set forth above.