

407259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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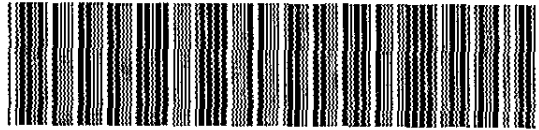
(Business Entity Name)

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04 JUN 23 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

T BROWN JUN 24 2004

**The Broadstone Group, Inc.** • 888 7th Avenue New York, N.Y. 10108 • (212) 333-2100 / Fax (212) 262-6235

**By Certified Mail/Return Receipt Requested**

May 25, 2004

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Merger of Florida Corporations  
194<sup>th</sup> & Collins, Inc. (FL No. 96000039830) into  
Continental Realty Finance Corporation (FL No. 407259)**

Dear Sir or Madam:

Enclosed for filing are Articles of Merger to merge 194<sup>th</sup> & Collins, Inc. into Continental Realty Finance Corporation. Our check in the amount of \$78.75 is also enclosed, representing the \$70.00 filing fee and \$8.75 for a certified copy.

Please return the certified copy to my attention.

Very truly yours,



Judith Bory  
Vice President  
Direct Line 212-333-2107  
[jbory@broadstonegroup.net](mailto:jbory@broadstonegroup.net)

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 7, 2004

JUDITH BORY  
THE BROADSTONE GROUP, INC.  
888 7TH AVENUE, SUITE 3400  
NEW YORK, NY 10106

SUBJECT: CONTINENTAL REALTY FINANCE CORPORATION  
Ref. Number: 407259

We have received your document for CONTINENTAL REALTY FINANCE CORPORATION and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

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) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 404A00038610

## ARTICLES OF MERGER

The following articles of merger are being 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 are:

**CONTINENTAL REALTY FINANCE CORPORATION** Jurisdiction: Florida

Florida Document/Registration No.: 407259

**Second:** The name and jurisdiction of the merging corporation are:

**194<sup>TH</sup> & COLLINS, INC.**

Jurisdiction: Florida

Florida Document/Registration No.: P96000039830

**Third:** The Plan of Merger is attached.

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

**Fifth:** The Plan of Merger was adopted by the shareholder of the surviving corporation on May 21, 2004.

**Sixth:** The Plan of Merger was adopted by the shareholder of the merging corporation on May 21, 2004.

**Seventh:** Signatures for each corporation:

**194<sup>TH</sup> & COLLINS, INC.**

By: \_\_\_\_\_

Lawrence Lopater, President

**CONTINENTAL REALTY FINANCE CORPORATION**

By: \_\_\_\_\_

Lawrence Lopater, President

Dated: June 16, 2004

FILED  
04 JUN 23 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following plan of is submitted in compliance with section 607.1101, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation are:

**CONTINENTAL REALTY FINANCE CORPORATION** Florida

**Second:** The name and jurisdiction of the merging corporation are:

**194<sup>TH</sup> & COLLINS, INC.** Florida

**Third:** The terms and conditions of the merger are as follows:

A. The effective date of the merger shall be the date the Articles of Merger are filed with the Secretary of State of the State of Florida ("Effective Date").

B. Each share of the merging corporation stock which is issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger be cancelled as of the Effective Date.

C. Until the election and qualification of their successors, the members of the Board of Directors of the surviving corporation in office on the Effective Date shall remain the Board of Directors of the surviving corporation until the election and qualification of their successors. The elected officers of the surviving corporation in office on the Effective Date shall continue in office at the pleasure of the Board of Directors of the surviving corporation until the election and qualification of their successors.

D. On the Effective Date, the separate existence of the merging corporation shall cease (except as otherwise provided by law) and shall be merged into the surviving corporation. All property (real, personal and mixed) of the merging corporation and all debts due to the merging corporation on whatever account shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed. The surviving corporation shall henceforth be responsible and liable for all the liabilities and obligations of the merging corporation, and any claim or judgment against the merging corporation may be enforced against the surviving corporation.

E. Execution of this Agreement has been duly authorized and approved by the shareholder of each corporation in accordance with applicable laws of the State of Florida.

F. As of the Effective Date, National Corporate Research, Ltd., Inc., 103 N. Meridian Street, Tallahassee, FL 32301, shall hereby continue as Registered Agent to accept service of process in any action of the merging corporation for which the merging corporation is liable under this Agreement or under applicable laws of the State of Florida.

G. At any time, and from time to time after the Effective Date, each corporation shall execute such additional instruments or take such action as may be reasonably requested by the other corporation to carry out the intent and purposes of this Agreement.

H. All notices and other communications hereunder shall be in writing and shall be deemed to have been given if delivered in person or sent by prepaid first class registered or certified mail, return receipt requested, as follows:

Ben Franklin Properties 700, Inc.  
888 Seventh Avenue, Suite 3400  
New York, New York 10106

Ben Franklin Properties 600, Inc.  
888 Seventh Avenue, Suite 3400  
New York, New York 10106

I. This Agreement represents the entire understanding and agreement between the parties hereto with respect to the subject matter hereof and supersedes any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or subject matter hereof.

J. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Florida.

K. This Agreement shall inure to the benefit of, and be binding upon, the parties hereto and their successors and assigns; provided, however, that any assignment by any corporation of its rights under this Agreement without the written consent of the other parties shall be void.