



# A25588

ACCOUNT NO. : 072100000032

REFERENCE : 620093 4351112

AUTHORIZATION :

COST LIMIT :

\$ 20.00

*Patricia Pigatto*  
*17.50*

ORDER DATE : March 10, 2000

ORDER TIME : 3:13 PM

ORDER NO. : 620093-005

CUSTOMER NO: 4351112

CUSTOMER: Elliot I. Kramer, Esq  
Goldman Jacobson Kramer  
101 Eisenhower Parkway  
P.O. Box 610  
Roseland, NJ 07068

800003166188--9

ARTICLES OF MERGER

LEHIGH SHOPPING CENTER  
ASSOCIATES, LTD.

INTO

BLEEKER FIDELCO ASSOCIATES,  
L.L.C.

Name	<i>CR</i>
Availability	<i>4-4</i>
Document	<i>CR</i>
Examiner	<i>CR</i>
Updater	<i>CR</i>
Verifier	<i>CR</i>

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 APR -3 PM 4:58 00 MAR 10 PM 3:51

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: \_\_\_\_\_

# RESUBMIT



Please give original  
submission date as of **FLORIDA DEPARTMENT OF STATE**

Katherine Harris  
Secretary of State

*File 2nd*

March 13, 2000

ERIKA CARLSON  
CSC

SUBJECT: LEHIGH SHOPPING CENTER ASSOCIATES, LTD.  
Ref. Number: A25588

We have received your document for LEHIGH SHOPPING CENTER ASSOCIATES, LTD. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The fee to file the merger is ~~\$77.50~~. The limited partnership merging has to be active on our records in order to merge. This limited partnership was revoked on April 16, 1999. The fee to reinstate is \$1282.50.

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 200A00013838

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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A 25588

**ARTICLES OF MERGER  
OF  
LEHIGH SHOPPING CENTER ASSOCIATES, LTD., a Florida limited partnership  
INTO  
BLEEKER FIDELCO ASSOCIATES, L.L.C., a New Jersey limited liability company**

\*\*\*\*\*

**ARTICLE FIRST**

Annexed hereto and made a part hereof is the Plan of Merger for merging **LEHIGH SHOPPING CENTER ASSOCIATES, LTD.**, a Florida limited partnership into **BLEEKER FIDELCO ASSOCIATES, L.L.C.**, a New Jersey limited liability company.

**ARTICLE SECOND**

The Plan of Merger was unanimously approved by all of the partners of **LEHIGH SHOPPING CENTER ASSOCIATES, LTD.** in accordance with Chapter 620 of the Florida Uniform Partnership Laws.

**ARTICLE THIRD**

The Plan of Merger was unanimously approved by the members of **BLEEKER FIDELCO ASSOCIATES, L.L.C.** in accordance with the New Jersey Limited Liability Company Act.

**ARTICLE FOURTH**

The name of the surviving business entity is **BLEEKER FIDELCO ASSOCIATES, L.L.C.**

**ARTICLE FIFTH**

The effective date of the merger shall be the date of filing.

**ARTICLE SIXTH**

The address of **BLEEKER FIDELCO ASSOCIATES, L.L.C.**, the surviving business entity is 225 Millburn Avenue, Millburn, New Jersey 07041.

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TALLAHASSEE, FLORIDA

**ARTICLE SEVENTH**

***BLEEKER FIDELCO ASSOCIATES, L.L.C.*** hereby appoints the Secretary of State of Florida as its agent for service of process in any proceedings to enforce any obligation or rights of dissenting partners of ***LEHIGH SHOPPING CENTER ASSOCIATES, LTD.***

**ARTICLE EIGHTH**

***BLEEKER FIDELCO ASSOCIATES, L.L.C.*** has agreed to promptly pay to any dissenting partner of ***LEHIGH SHOPPING CENTER ASSOCIATES, LTD.*** the amount, if any, to which they are entitled to under Section 205 of Chapter 620 of the Florida Uniform Partnership laws..

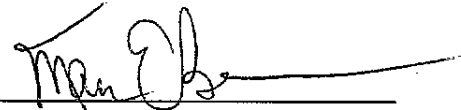
***IN WITNESS WHEREOF***, the undersigned have executed this Articles of Merger as of this 31st day of January, 2000.

***LEHIGH SHOPPING CENTER ASSOCIATES, LTD.***



By: Marc E. Berson  
General Partner

***BLEEKER FIDELCO ASSOCIATES, L.L.C.***



By: Marc E. Berson  
Manager

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TALLAHASSEE, FLORIDA

## ***PLAN OF MERGER***

**1. NATURE OF PLAN:** This is a Plan of Merger by and among BLEEKER FIDELCO ASSOCIATES, L.L.C., a New Jersey limited liability company (hereinafter the "Surviving Business Entity") and LEHIGH SHOPPING CENTER ASSOCIATES, LTD., a Florida limited partnership (hereinafter the "Terminating Partnership") organized and existing under the laws of the State of Florida.

**2. AGREEMENT TO MERGER:** The Terminating Partnership shall be and is hereby merged into the Surviving Business Entity subject to the terms and conditions of this Plan.

**3. TERMS AND CONDITIONS OF MERGER; MODE OF CARRYING IT INTO EFFECT:**

**3.1 Effective Date.** The merger shall become effective as of the recording of the Certificate of Merger.

**3.2 Effect of Merger.** Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchise, rights and immunities of the Surviving Business Entity shall continue unaffected and unimpaired by the merger, and the identity, existence, purposes, powers, franchises, rights and immunities of the Terminating Partnership shall be merged into the Surviving Business Entity and the Surviving Business Entity shall be fully vested therewith. The separate partnership existence of the Terminating Partnership, except insofar as the same may be continued by statute, shall cease.

**3.3 Certificate of Formation.** The Certificate of Formation of BLEEKER FIDELCO ASSOCIATES, L.L.C. shall remain and be the Certificate of Formation of the Surviving Business Entity until the same shall be further amended according to the provisions thereof.

**3.4 Operating Agreement.** The Operating Agreement of BLEEKER FIDELCO ASSOCIATES, L.L.C. shall remain and be the Operating Agreement of the Surviving Business Entity until the same shall be altered or amended according to the provisions thereof.

**3.5 Transfer of Rights, Etc.** All rights, privileges, powers, franchises and interests of the Terminating Partnership, all of the property, real, personal and mixed, all debts due on whatever account to the Terminating Partnership, all things in action, or belonging to the Terminating Partnership, and all and every other interest shall be taken and deemed to be transferred to and vested and shall vest in the Surviving Business Entity, without further act or deed, as effectually as they were vested in the Terminating Partnership; and all claims, demands, property, and every other interest shall be as effectually the property of the Surviving Business Entity as they were the Terminating Partnership; the title to any real estate, vested in the Terminating Partnership by deed or otherwise, shall not revert or be in any way impaired by reason of merger; all rights of creditors and all liens upon the property of the Terminating Partnership shall be preserved and unimpaired, and all debts, liabilities, restrictions and duties of the Terminating Partnership shall

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA  
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thenceforth attach to the Surviving Business Entity and may be enforced against it to the same extent as if they had been incurred or contracted by it.

3.6 *Further Assurances.* If at any time the Surviving Business Entity shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm, or record or otherwise, in the Surviving Business Entity, the title to any property as a result of the merger provided for by this Plan of Merger, the Surviving Business Entity is hereby appointed the due and lawful attorney of the Terminating Partnership in its name to execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Business Entity and otherwise to carry out the purposes of this Plan of Merger, and the managers of the Surviving Business Entity are fully authorized in the name of the Terminating Partnership to take any and all such action.

4. **NAME OF SURVIVING BUSINESS ENTITY:** The name of the Surviving Business Entity, BLEEKER FIDELCO ASSOCIATES, L.L.C. shall remain and shall continue in use on the effective date of the merger.

5. **MANAGERS OF THE SURVIVING BUSINESS ENTITY:** The Managers of BLEEKER FIDELCO ASSOCIATES, L.L.C. shall remain the Managers of the Surviving Business Entity until their successors shall have been elected or appointed according to the Operating Agreement of the Surviving Business Entity. Their names and post office addresses are as follows:

<i>Manager</i>	<i>Post Office Address</i>
Marc E. Berson	225 Millburn Avenue Millburn, New Jersey 07041

**6. MANNER OF CONVERTING PARTNERSHIP INTERESTS OF TERMINATING PARTNERSHIP INTO LIMITED LIABILITY COMPANY INTERESTS OF THE SURVIVING BUSINESS ENTITY AND CONVERTING PARTNERSHIP INTERESTS OF SURVIVING BUSINESS ENTITY UPON RECAPITALIZATION OF SURVIVING BUSINESS ENTITY:**

The partners of the Terminating Partnership shall be entitled to receive the following limited liability company interests in the Surviving Business Entity in exchange for their partnership interests in the Terminating Partnership.

Marc E. Berson	45.3820% Class A Membership Interest
Gary H. Berson Trust	3.4251% Class A Membership Interest
Lora E. Berson Trust	3.4251% Class A Membership Interest
Kerri H. Berson Trust	3.4251% Class A Membership Interest
Patricia E. Pace	1.4271% Class A Membership Interest

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TALLAHASSEE, FLORIDA


Marc E. Berson	31.8% Class B Membership Interest
Gary H. Berson Trust	2.4% Class B Membership Interest
Lora E. Berson Trust	2.4% Class B Membership Interest
Kerri H. Berson Trust	2.4% Class B Membership Interest
Patricia E. Pace	1% Class B Membership Interest

The partners of the Surviving Business Entity shall be entitled to receive the following limited liability company interests in the Surviving Business Entity upon the recapitalization of the Surviving Business Entity:


Marc E. Berson	42.915% Class A Membership Interest	35% Class B Percentage Interest
Mitchell S. Schneiderman		10% Class B Percentage Interest


*IN WITNESS WHEREOF, LEHIGH SHOPPING CENTER ASSOCIATES, LTD. and BLEEKER FIDELCO ASSOCIATES, L.L.C. have caused these presents to be signed by partners and members, respectively, this 31st day of January, 2000.*

**LEHIGH SHOPPING CENTER ASSOCIATES, LTD.**

 (L.S.)  
By: Marc E. Berson,  
General Partner

Gary H. Berson Trust, Limited Partner  
Lora E. Berson Trust, Limited Partner  
Kerri H. Berson Trust, Limited Partner

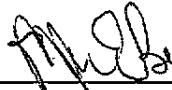
 (L.S.)  
By: Norman Berson, Trustee

 (L.S.)  
Patricia E. Pace  
Limited Partner

(SIGNATURES CONTINUED ON NEXT PAGE)

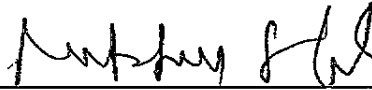
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TALLAHASSEE, FLORIDA

**BLEEKER FIDELCO ASSOCIATES, L.L.C.**



(L.S.)

By: Marc E. Berson  
Manager and Member



(L.S.)

By: Mitchell S. Schneiderman  
Member

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TALLAHASSEE, FLORIDA



ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LEHIGH SHOPPING CENTER ASSOCIATES, LTD. A FLORIDA ENTITY,  
A25588

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INTO

**BLEEKER FIDELCO ASSOCIATES, L.L.C.**, a New Jersey entity not qualified in  
Florida.

File date: April 3, 2000

Corporate Specialist: Tammi Cline

Account number: 072100000032

Account charged: 77.50