

A27412



ACCOUNT NO. : 072100000032

REFERENCE : 368413 4351112

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Page

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP -9 PM 3:54

FILED

ORDER DATE : September 8, 1999

ORDER TIME : 12:36 PM

ORDER NO. : 368413-005

CUSTOMER NO: 4351112

CUSTOMER: Ms. Debbie Brenniser
Goldman Jacobson Kramer
101 Eisenhower Parkway
P.O. Box 610
Roseland, NJ 07068

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A27412

Name	<i>Patricia Page</i>
Availability	<i>09-9</i>
Document	<i>Patricia Page</i>
Examiner	<i>Patricia Page</i>
Updater	<i>Patricia Page</i>
Updater	<i>Patricia Page</i>
Verifier	<i>Patricia Page</i>
Acknowledgment	<i>Patricia Page</i>
W. P. Verifier	<i>Patricia Page</i>

ARTICLES OF MERGER

TAYLOR ROAD LIMITED
PARTNERSHIP

INTO

TAYLOR ROAD, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF *A27412*
TAYLOR ROAD LIMITED PARTNERSHIP, a Florida limited partnership
INTO
TAYLOR ROAD, 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 **TAYLOR ROAD LIMITED PARTNERSHIP**, a Florida limited partnership into **TAYLOR ROAD, L.L.C.**, a New Jersey limited liability company.

ARTICLE SECOND

The Plan of Merger was unanimously approved by all of the partners of **TAYLOR ROAD LIMITED PARTNERSHIP** in accordance with Chapter 620 of the Florida Uniform Partnership Laws.

ARTICLE THIRD

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

ARTICLE FOURTH

The name of the surviving business entity is **TAYLOR ROAD, L.L.C.**

ARTICLE FIFTH

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

ARTICLE SIXTH

The address of **TAYLOR ROAD, L.L.C.**, the surviving business entity is 225 Millburn Avenue, Millburn, New Jersey 07041.

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ARTICLE SEVENTH

TAYLOR ROAD, 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 **TAYLOR ROAD LIMITED PARTNERSHIP**.

ARTICLE EIGHTH

TAYLOR ROAD, L.L.C. has agreed to promptly pay to any dissenting partner of **TAYLOR ROAD LIMITED PARTNERSHIP** 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 this 2nd day of September, 1999.

TAYLOR ROAD LIMITED PARTNERSHIP



By: Marc E. Berson
General Partner

TAYLOR ROAD, L.L.C.



By: Marc E. Berson
Manager

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PLAN OF MERGER

1. NATURE OF PLAN: This is a Plan of Merger by and between TAYLOR ROAD, L.L.C., a New Jersey limited liability company (hereinafter the "Surviving Business Entity") and TAYLOR ROAD LIMITED PARTNERSHIP, a 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 date of filing the Plan 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 TAYLOR ROAD, 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 TAYLOR ROAD, 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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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, TAYLOR ROAD, L.L.C. shall remain and shall continue in use on the effective date of the merger.

5. **MANAGER OF THE SURVIVING BUSINESS ENTITY:** The Manager of TAYLOR ROAD, L.L.C. shall remain the Manager of the Surviving Business Entity until his successor shall have been elected or appointed according to the Operating Agreement of the Surviving Business Entity. The name and post office address of the Manager is 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:**

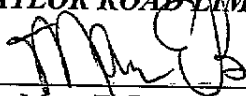
The partners of the Terminating Partnership shall be receive no additional limited liability company interests in the Surviving Business Entity in exchange for their partnership interests in the Terminating Partnership because each of the partners in the Surviving Business Entity currently hold identical percentage interests in the Surviving Business Entity.

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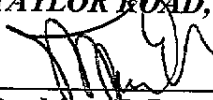
IN WITNESS WHEREOF, TAYLOR ROAD LIMITED PARTNERSHIP and TAYLOR ROAD, L.L.C. have caused these presents to be signed this 2nd day of September, 1999.

TAYLOR ROAD LIMITED PARTNERSHIP



By: Marc E. Berson,
General Partner

TAYLOR ROAD, L.L.C.



By: Marc E. Berson
Manager

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

TAYLOR ROAD LIMITED PARTNERSHIP, a Florida Limited Partnership
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INTO

TAYLOR ROAD, L.L.C. A NEW JERSEY LIMITED LIABILITY COMPANY,
corporation not qualified in Florida.

File date: September 9, 1999

Corporate Specialist: Tammi Cline

Account number: 072100000032

Account charged: 105.00