

F050000000355

01/28/2005 1:23 18022942

CT CORPORATION SYSTEM

PAGE 8170

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000024229 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

RECEIVED

05 JAN 28 PM 4:28

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

General Elevator Holdings Corporation

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$105.00

FILED
05 JAN 28 PM 4:30
TALLAHASSEE, FLORIDA
DIVISION OF STATE

Electronic Filing Menu

Corporate Filing

Public Access Menu

Melger
10 1.21.05

01/31/2005 12:00

18502229428

CTCORPORATIONSYSTEM

PAGE 02/05

850-205-0381

1/31/2005 10:17

PAGE 001/001

Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 31, 2005

GENERAL ELEVATOR HOLDINGS CORPORATION
767 FIFTH AVENUE, 48TH FLOOR
NEW YORK, NY 10153

SUBJECT: GENERAL ELEVATOR HOLDINGS CORPORATION
REF: F05000000359

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct the document number for GENERAL ELEVATOR HOLDINGS CORPORATION, our records reflect F05000000359 as the document number. ✓

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) 245-6964.

Irene Albritton
Document Specialist

FAX And. #: E05000024229
Letter Number: 905A00006690

My apologies for the oversight!

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
General Elevator Holdings Corporation	Delaware	F0500000359

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
General Elevator Sales and Service, Inc.	Florida	K24800
General Elevator Sales and Service Clearwater, Inc.	Florida	P01000036769

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
January 28, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
January 28, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
 05 JAN 28 PM 4:30
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
General Elevator Holdings Corporation	Delaware

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
General Elevator Sales and Service, Inc.	Florida
General Elevator Sales and Service Clearwater, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- (i) Each issued share of the merged corporations shall, upon effective date of the merger, be cancelled without any further action being required; and
- (ii) The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S., would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: