

F62447

LOW OFFICES

PERTNOY, SOLOWSKY & ALLEN, P.A.

RICHARD L. ALLEN  
ALFRED I. HOPKINS  
LEAH LARIVIERE  
SIDNEY M. PERTNOY  
JAY H. SOLOWSKY

MUSEUM TOWER - SUITE 2000  
150 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130

TELEPHONE (305) 371-2223  
BROWARD (954) 522-5688  
FAX (305) 373-2073

January 12, 1998

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

300002401449--1  
-01/15/98-01047-014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

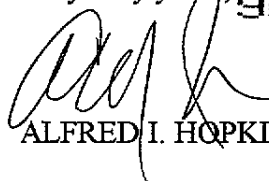
300002401449--1  
-01/15/98-01047-014  
\*\*\*\*\*37.50 \*\*\*\*\*37.50

Please file the enclosed Articles of Merger, providing for the merger of WELLPARC, INC. into COMMERCE PARK OF PALM BEACH COUNTY, INC.

Also please furnish a certified copy of same.

Our check for the filing fee and certification fee, in the amount of \$87.50 is enclosed.

Very truly yours,

  
ALFRED I. HOPKINS

300002401449--1  
-01/28/98-01005-010  
\*\*\*\*\*85.00 \*\*\*\*\*85.00

AIH:wpd:myr  
Enclosure

cc: Mr. Michael Kaminer  
Mr. Steven Shapiro

D:\MAIN\CommPark\Letters\L98-DIVCORPS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 22 AM 11:03

Merger  
01-22-98  
CC

corapmer

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**WELLPARC, INC., a Florida corporation, H77633**

**INTO**

**COMMERCE PARK OF PALM BEACH COUNTY, INC., a Florida corporation,  
F62447**

**File date: January 22, 1998**

**Corporate Specialist: Cheryl Coulliette**

LAW OFFICES  
**PERTNOY, SOLOWSKY & ALLEN, P.A.**

RICHARD L. ALLEN  
ALFRED I. HOPKINS  
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150 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130

TELEPHONE (305) 371-2223  
BROWARD (954) 522-5688  
FAX (305) 373-2073

January 19, 1998

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

Attention: Ms. Cheryl Coulliette

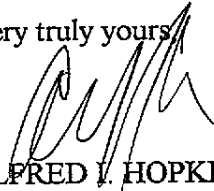
Gentlemen:

Reference is made to our letter of January 12, 1998, respecting the Articles of Merger of Wellparc, Inc. into Commerce Park of Palm Beach County, Inc. As discussed, we enclose our further check for \$85.00 to cover the balance due for the filing and certification fees.

Reference is also made to our letter of January 12, 1998, respecting the Amendment to the Articles of Incorporation of Commerce Park of Palm Beach County, Inc., and we enclose, as discussed, our additional check for \$50.00 for the filing and certification fees.

Thanking you for your cooperation, we remain,

Very truly yours,



ALFRED I. HOPKINS

AIH:wpd:myr  
Enclosure

FILED STATE  
SECRETARY OF CORPORATIONS  
98 JAN 22 AM 11:03

**ARTICLES OF MERGER OF  
COMMERCE PARK OF PALM BEACH COUNTY, INC.  
AND  
WELLPARC, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging WELLPARC, INC. a Florida corporation, into COMMERCE PARK OF PALM BEACH COUNTY, INC., a Florida corporation:

1. The names of the corporations which are parties to this merger are WELLPARC, INC. and COMMERCE PARK OF PALM BEACH COUNTY, INC., and the latter corporation shall be the surviving corporation.

2. On December 24, 1997 a Plan of Merger was approved by the shareholders of each of said corporations in the manner prescribed by the Florida Business Corporation Act, and a copy of which plan is appended hereto and marked Exhibit A.

3. As to each of the undersigned corporations, the number of shares outstanding, and their designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
COMMERCE PARK OF PALM BEACH COUNTY INC.	100	Common Stock	100
WELLPARC, INC.	100	Common Stock	100

4. As to each of the undersigned corporations, the shareholders have voted unanimously for adoption of the Plan of Merger.

DATED this 24 day of December, 1997.

COMMERCE PARK OF PALM BEACH  
COUNTY, INC.

By: \_\_\_\_\_  
RONNIE PERTNOY, President

ATTEST: \_\_\_\_\_  
STEVEN SHAPIRO,  
Assistant Secretary

WELLPARC, INC.

By: \_\_\_\_\_  
RONNIE PERTNOY, President

ATTEST: \_\_\_\_\_  
STEVEN SHAPIRO,  
Assistant Secretary


**ACKNOWLEDGMENT**

STATE OF FLORIDA           )  
  )  
COUNTY OF PALM BEACH    )

The execution of the foregoing Articles of Merger was acknowledged before me this 24 day of December, 1997 by RONNIE PERTNOY and STEVEN SHAPIRO, President and Assistant Secretary, respectively, of COMMERCE PARK OF PALM BEACH COUNTY, INC., a Florida corporation, each of whom is personally known to me.



Cindy Dawn Smith  
MY COMMISSION # CC520246 EXPIRES  
December 26, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires: 12-26-99


Printed Name: Cindy Dawn Smith  
Commission No.: CC520246

STATE OF FLORIDA           )  
  )  
COUNTY OF PALM BEACH    )

The execution of the foregoing Articles of Merger was acknowledged before me this 24 day of December, 1997 by RONNIE PERTNOY and STEVEN SHAPIRO, President and Assistant Secretary, respectively, of WELLPARC, INC., a Florida corporation, each of whom is personally known to me.



Cindy Dawn Smith  
MY COMMISSION # CC520246 EXPIRES  
December 26, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires: 12-26-99

Printed Name: Cindy Dawn Smith  
Commission No.: CC520246

D:\MAIN\CommPark\AO-MERGER

## **PLAN OF MERGER**

Set forth herein is the Plan of Merger between COMMERCE PARK OF PALM BEACH COUNTY, INC., a Florida corporation (hereinafter "COMMERCE PARK"), and WELLPARC, INC., a Florida corporation (hereinafter "WELLPARC").

### **A. RECITALS**

The parties to this Plan of Merger make the following recitals.

1. The parties to this Plan of Merger are COMMERCE PARK and WELLPARC, above.
2. COMMERCE PARK will be the surviving corporation of the merger, and has its principal office at 3111 Fortune Way - Suite B-18, West Palm Beach, Florida 33414.
3. COMMERCE PARK has a capitalization of 100 authorized shares of common stock, at \$5.00 par, all of which are issued and outstanding.
4. WELLPARC will be the absorbed corporation and its principal office has also been at 3111 Fortune Way - Suite B-18, West Palm Beach, Florida 33414.
5. WELLPARC has a capitalization of 100 authorized shares of common stock, at \$5.00 par, all of which shares are issued and outstanding.
6. The Boards of Directors of COMMERCE PARK and WELLPARC deem it desirable and in the best interests of the corporations and their shareholders that WELLPARC be merged into COMMERCE PARK, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

### **B. COVENANTS**

In consideration of the premises as recited above, and the mutual covenants of the parties herein set forth, the parties agree as follows:

1. WELLPARC shall merge with and into COMMERCE PARK and COMMERCE PARK shall be the surviving corporation.

2. On the effective date of the merger, the separate existence of WELLPARC shall cease, and COMMERCE PARK shall succeed to all the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of WELLPARC, and without the necessity for any separate transfers thereof. COMMERCE PARK shall then be responsible and liable for all liabilities and obligations of WELLPARC, and neither the rights of creditors nor any liens on the property of WELLPARC shall be impaired by the merger.

3. The shareholders of WELLPARC shall, on the effective date of the merger, surrender their shares of stock in WELLPARC and shall surrender same unto COMMERCE PARK. It is understood that the shareholders of WELLPARC are identical to the shareholders of COMMERCE PARK and that each shareholder holds the same number of shares in each of said corporations. Accordingly, there will be no necessity for the issuance of any new stock in consequence of this merger.

4. The existing Articles of Incorporation of COMMERCE PARK shall continue to be its Articles of Incorporation as the surviving corporation following the effective date of the merger, except that Article 3 thereof shall be amended to read as follows:

“The sole purpose for which this corporation is organized is to engage in the management of its warehouses located in the Village of Wellington, Florida and situate upon the property as legally described in Exhibit “A” appended hereto.”

5. The By-laws of COMMERCE PARK shall continue to be the By-laws of the surviving corporation following the effective date of the merger.

6. The present directors and officers of COMMERCE PARK shall continue to serve as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified, and shall be as follows:

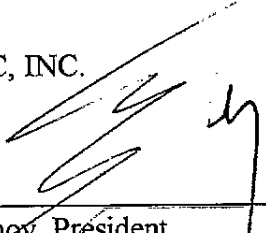
President:	Ronnie Pertnoy
Vice President:	Steven Shapiro
Secretary:	Milton J. Wallace
Assistant Secretary:	Steven Shapiro
Treasurer:	Sidney M. Pertnoy
Directors:	Ronnie Pertnoy
	Steven Shapiro
	Milton J. Wallace
	Sidney M. Pertnoy

7. This Plan of Merger shall be submitted to the shareholders of WELLPARC and COMMERCE PARK for their approval.

8. The effective date of this merger shall be the date on which the Articles of Merger are filed by the Florida Department of State.

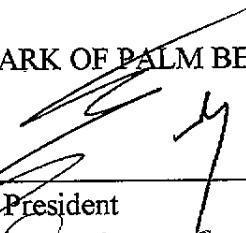
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective Boards of Directors on the 24 day of December, 1997.

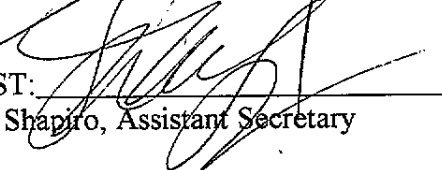
WELLPARC, INC.

By:   
Ronnie Pertnoy, President

ATTEST:   
Steven Shapiro, Assistant Secretary  
D:\MAIN\CommPark\PL-MERGER

COMMERCE PARK OF PALM BEACH  
COUNTY, INC.

By:   
Ronnie Pertnoy, President

ATTEST:   
Steven Shapiro, Assistant Secretary