

# F95000005988

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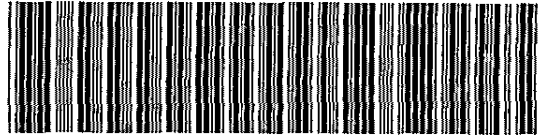
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Menger

VB

9/28

**THE BROADSTONE GROUP, INC.**

156 West 56<sup>th</sup> Street, Suite 1604  
New York, New York 10019  
Tel. 212-333-2100 / Fax 212-957-2802

*By Certified Mail/Return Receipt Requested*

September 10, 2004

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

**Re: Merger of: Dollom, Inc. (P97000093693)  
and  
Savanna Club Corporation (M65463)  
into  
MXF Realty Corp. (F95000005988)**

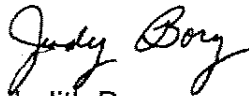
Dear Sir or Madam:

Enclosed for filing are Articles of Merger to merge Dollom, Inc. and Savanna Club Corporation (Florida corporations) into MXF Realty Corp. (a Nevada 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

**THE BROADSTONE GROUP, INC.**

156 West 56<sup>th</sup> Street, Suite 1604  
New York, New York 10019  
Tel. 212-333-2100 / Fax 212-957-2802

September 22, 2004

*Rec'd 9/27*

Ms. Belma Shepard  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Merger of Dollom, Inc. and Savanna Club Corporation into MXF  
Realty Corp.**

Dear Belma:

Per our telephone conversation today, enclosed is our check in the amount of \$35.00 to cover the balance of the filing fee in connection with the merger document sent to you on September 10<sup>th</sup>.

Thanks for your assistance.

Very truly yours,



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

Enclosure

FILED  
04 SEP 27 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## 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:

**MXF REALTY CORP.** Jurisdiction: Nevada

Florida Document/Registration Number: F95000005988

**Second:** The names and jurisdictions of the merging corporations are:

**DOLLOM, INC.** Jurisdiction: Florida

Florida Document/Registration Number: P97000093693

and

**SAVANNA CLUB CORPORATION** Jurisdiction: Florida

Florida Document/Registration Number: M65463

**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 September 9, 2004.

**Sixth:** The Plan of Merger was adopted by the shareholders of each merging corporation on September 9, 2004.

**Seventh:**      Signatures for each corporation:

**MXF REALTY CORP.**

By:   
Lawrence Lopater, President

**DOLLOM, INC.**

By:   
Lawrence Lopater, President

**SAVANNA CLUB CORPORATION**

By:   
Lawrence Lopater, President

Dated: September 10, 2004

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## 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:

**MXF REALTY CORP.** Nevada

**Second:** The names and jurisdictions of the **merging** corporations are:

**DOLLOM, INC.** Florida

**SAVANNA CLUB CORPORATION** 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. 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.

G. 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:

MXF Realty Corp.  
*Attention: Judith Bory*  
156 West 56th Street, Suite 1604  
New York, New York 10019

Dollom, Inc.  
*Attention: Judith Bory*  
156 West 56th Street, Suite 1604  
New York, New York 10019

Savanna Club Corporation  
*Attention: Judith Bory*  
156 West 56th Street, Suite 1604  
New York, New York 10019

I. This Agreement represents the entire understanding and agreement among 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 Nevada.

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.