

F99000000759

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 1400 Centrepark Incorporated
Sanctuary Centre, Incorporated

(Corporation Name) (Document #)
2. Northpoint Corporate Center - 701, Incorporated
m/k Glades Town Incorporated

(Corporation Name) (Document #)
3. Centurion Tower, Inc
into

(Corporation Name) (Document #)
4. ARETIF II QRS, Inc ← filed 2/9/99

(Corporation Name) (Document #)

Audit # H99000031882
Charter # F99-759

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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****210.00 ****210.00

Examiner's Initials

See 2/10

ARTICLES OF MERGER
Merger Sheet

MERGING:

1400 CENTREPARK, INCORPORATED, a Florida corporation, V60320

SANCTUARY CENTRE, INCORPORATED, a Florida corporation, S74411

NORTHPOINT CORPORATE CENTER-701, INCORPORATED, a Florida
corporation, P93000034443

N/K GLADES TWIN, INCORPORATED, a Florida corporation, P93000081629

CENTURION TOWER, INC., a Florida corporation, P92000006248

into

AREIF II QRS, INC., a Delaware corporation F99000000759

File date: February 9, 1999

Corporate Specialist: Teresa Brown

CERTIFICATE OF MERGER

OF

**1400 Centrepark, Incorporated
Sanctuary Centre, Incorporated
Northpoint Corporate Center-701, Incorporated
M/K Glades Twin, Incorporated
Centurion Tower, Inc.**

(all Florida corporations)

AND

**AREIF II QRS, Inc.
(a Delaware Corporation)**

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It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) 1400 Centrepark, Incorporated, Sanctuary Centre, Incorporated, Northpoint Corporate Center-701, Incorporated, M/K Glades Twin, Incorporated, and Centurion Tower, Inc., all Florida corporations (each, a "Merging Corporation"); and

(ii) AREIF II QRS, Inc., a Delaware corporation (the "Surviving Corporation").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, to wit, by 1400 Centrepark, Incorporated, Sanctuary Centre, Incorporated, Northpoint Corporate Center-701, Incorporated, M/K Glades Twin, Incorporated and Centurion Tower, Inc. in accordance with the laws of the State of their incorporation and by AREIF II QRS, Inc. in the same manner as is provided in Section 251 of the Delaware General Corporation Law.

The Board of Directors of each of the Merging Corporations approved the Agreement and Plan of Merger pursuant to those certain unanimous written consents of each of 1400 Centrepark, Incorporated, Sanctuary Centre, Incorporated, Northpoint Corporate Center-701, Incorporated, M/K Glades Twin, Incorporated, and Centurion Tower, Inc., each dated January 25,

1999, and all of the shareholders of each of the Merging Corporations approved the Agreement and Plan of Merger pursuant to those certain unanimous written consents of shareholders of each of 1400 Centrepark, Incorporated, Sanctuary Centre, Incorporated, Northpoint Corporate Center-701, Incorporated, M/K Glades Twin, Incorporated, and Centurion Tower, Inc., each dated January 25, 1999.

The Board of Directors of the Surviving Corporation approved the Agreement and Plan of Merger pursuant to that certain unanimous written consent of AREIF II QRS, Inc., dated January 25, 1999, and all of the shareholders of the Surviving Corporation approved the Agreement and Plan of Merger pursuant to that certain unanimous written consent of shareholders of AREIF II QRS, Inc., dated January 25, 1999.

3. The name of the surviving corporation in the merger herein certified is AREIF II QRS, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

4. The Certificate of Incorporation of AREIF II QRS, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

AREIF II QRS, Inc.
Two Manhattan Road
Purchase, NY 10577

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The total number of shares of all classes of stock which 1400 Centrepark, Incorporated has authority to issue is 100 shares of common stock, \$1 par value per share. The aggregate par value of all shares is \$100.

The total number of shares of all classes of stock which Sanctuary Centre, Incorporated has authority to issue is 100 shares of common stock, \$1 par value per share. The aggregate par value of all shares is \$100.

The total number of shares of all classes of stock which Northpoint

Corporate Center-701, Incorporated has authority to issue is 10,000 shares of common stock, \$.001 par value per share. The aggregate par value of all shares is \$10.

The total number of shares of all classes of stock which M/K Glades Twin, Incorporated has authority to issue is 500 shares of common stock, \$1 par value per share. The aggregate par value is \$500.

The total number of shares of all classes of stock which Centurion Tower, Inc. has authority to issue is 10,000 shares of common stock, \$.001 par value per share. The aggregate par value is \$10.

8. Upon the filing of these Articles of Merger with the Department of State of the State of Delaware and the Department of State of the State of Florida (the "Effective Date"), the Merging Companies shall be merged into the Surviving Company; and, thereupon, the Surviving Company shall possess any and all purposes and powers of the Merging Companies; and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of the Merging Companies shall be transferred to, vested in, and devolved upon the Surviving Company, without further act or deed, subject to all of the debts and obligations of the Merging Companies. The aggregate outstanding shares of the Merging Companies shall be converted into the right to receive the aggregate number of shares of common stock, \$.01 par value per share, of the sole stockholder of Surviving Company, AREIF II Realty Trust, Inc., as set forth in on Schedule A hereto, on the Effective Date, without the necessity of any action on the part of the holder thereof.

[Signature Page to Immediately Follow]

Executed on this 9 day of February, 1999.

AREIF II QRS, INC.

By: Stuart Koenig
Name: Stuart Koenig
Title:

1400 CENTREPARK, INCORPORATED

By: Stuart Koenig
Name:
Title: VP

SANCTUARY CENTRE, INCORPORATED

By: Stuart Koenig
Name:
Title: VP

NORTHPOINT CORPORATE CENTER-
701, INCORPORATED

By: Stuart Koenig
Name:
Title: VP

M/K GLADES TWIN, INCORPORATED

By: Stuart Koenig
Name:
Title: VP

CENTURION TOWER, INC.

By: Stuart Koenig
Name:
Title: VP

SCHEDULE A

SHARE CONVERSIONS

1400 Centrepark, Incorporated

The 100 outstanding shares of 1400 Centrepark, Incorporated, par value \$1 per share, shall be converted on the Effective Date into the right to receive an aggregate of 3100 shares of common stock of AREIF II Realty Trust, Inc.

Sanctuary Centre, Incorporated

The 100 outstanding shares of Sanctuary Centre, Incorporated, par value \$1 per share, shall be converted on the Effective Date into the right to receive an aggregate of 3100 shares of common stock of AREIF II Realty Trust, Inc.

Northpoint Corporate Center-701, Incorporated

The 10,000 outstanding shares of Northpoint Corporate Center - 701, Incorporated, par value \$.001 per share, shall be converted on the Effective Date into the right to receive an aggregate of 3100 shares of common stock of AREIF II Realty Trust, Inc.

M/K Glades Twin, Incorporated

The 500 outstanding shares of M/K Glades Twin, Incorporated, par value \$1 per share, shall be converted on the Effective Date into the right to receive an aggregate of 3100 shares of common stock of AREIF II Realty Trust, Inc.

Centurion Tower, Inc.

The 10,000 outstanding shares of Centurion Tower, Inc., par value \$.001 per share, shall be converted on the Effective Date into the right to receive an aggregate of 3100 shares of common stock of AREIF II Realty Trust, Inc.