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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

American Investment Properties Inc.

Merge &

name

Change

☐ Walk In

☐ Pick Up Time

☒ Certified Copy

☐ Mail Out

☐ Will Wait

☐ Photocopy

**NEED TODAY**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEW FILINGS	
<input checked="" 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 type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

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10/16/98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ONE FAMILY, INC., a Delaware corporation not authorized to transact business  
in Fla.

INTO

AMERICAN INVESTMENT PROPERTIES CORP. which changed its name to

**ONE FAMILY INVESTMENT, INC.**, a Florida corporation, J54332

File date: October 16, 1998

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER  
OF  
AMERICAN INVESTMENT PROPERTIES CORP.  
AND  
ONE FAMILY, INC.

FILED  
98 OCT 16 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging One Family, Inc., a Delaware corporation, with and into American Investment Properties Corp., a Florida corporation on June 30, 1998.

SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of American Investment Properties Corp. approved and adopted the Agreement and Plan of Merger by written consent of its shareholders on June 30, 1998.

THIRD: The shareholders of One Family, Inc. entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent of its shareholders on September 25, 1998.

FOURTH: The merger of One Family, Inc. with and into American Investment Properties Corp. is permitted by the laws of the jurisdiction of organization of One Family, Inc. and has been authorized in compliance with said laws.

Executed on this 14th day of October, 1998.

AMERICAN INVESTMENT PROPERTIES CORP.

By: 

Name: Ingo Mueller

Title: CORPORATE SECRETARY

ONE FAMILY, INC.

By: \_\_\_\_\_

Name:

Title:

Executed on this 14th day of October, 1998.

AMERICAN INVESTMENT PROPERTIES ~~CORP.~~

By: \_\_\_\_\_

Name:

Title:

ONE FAMILY INC.

By: *[Signature]* CEO

Name: *Steven Cantor*

Title: *Chief Executive Officer*

AGREEMENT AND PLAN OF MERGER adopted on June 30, 1998 by resolution of the Board of Directors of AMERICAN INVESTMENT PROPERTIES CORP., a business corporation organized under the laws of the State of Florida, and adopted on December 31, 1997 by resolution of the Board of Directors of ONE FAMILY, INC., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are American Investment Properties Corp., a business corporation organized under the laws of the State of Florida, and One Family, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation will be One Family, Inc.

1. American Investment Properties Corp., and One Family, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of One Family, Inc., be merged with and into a single corporation, to wit, American Investment Properties Corp., which shall change its name to One Family Investment, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of One Family, Inc., a Delaware corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the

merger in accordance with the provisions of the Delaware General Corporation Law.

2. The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of

the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the surviving corporation, respectively,



are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. The Certificates of Merger evidencing the merger of American Investment Properties Corp. and One Family, Inc. shall not be filed with the Secretaries of State of Delaware and Florida until such time as the Common Stock of American Investment Properties Corp. has received clearance to trade by the National Association of Securities Dealers and has commenced trading on the Nasdaq Electronic Bulletin Board.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 30th day of June, 1998.

AMERICAN INVESTMENT PROPERTIES CORP.

By: \_\_\_\_\_

ONE FAMILY, INC.

By: *John C. Calk* CEO  
*Steven Calk* CEO