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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

MERGER OR SHARE EXCHANGE

MPIG Holding Company LLC

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04 JAN -2 PM 12:01

DIVISION OF CORPORATIONS

SECRETARY OF STATE
ALLAHASSEE, FL 32011

04 JAN -2 PM 1:00

APPROVED
AND
FILED

JP 1/2/04

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street AddressJurisdictionEntity Type

1. MANHATTAN PROPERTY INVESTORS
GROUP LLC

FLORIDA

LLC

230 Park Ave, Ste. 4104
New York, NY 10169-04105
Florida Document/Registration Number: 201000019191

FEI Number: 651159454

2. _____

Florida Document/Registration Number: _____

FEI Number: _____

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

CR2E080(9/02)

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62 White Street

New York, NY 10013

Tel#212-431-5000

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street AddressJurisdictionEntity Type

MPIG HOLDING COMPANY LLC

NEW YORK

LLC

18 E. 31ST STREET

NEW YORK, NY 10018

Florida Document/Registration Number:

FEI Number: 3367908

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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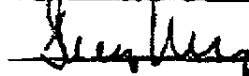
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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

~~OR~~~~(Enter specific date. NOTE: Date cannot be prior to the date of filing.)~~**TENTH:** The Articles of Merger comply and were examined in accordance with the laws of each party's applicable jurisdiction.**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:****(Note: Please see instructions for required signatures.)****Name of Entity****Signature(s)****Typed or Printed Name of Individual****MANHATTAN PROPERTY
INVESTORS GROUP LLC****STANLEY PICHENY****MPIC HOLDING COMPANY LLC****STANLEY PICHENY**

FILED
JAN 12 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1102, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

Manhattan Property Investors Group LLC Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

MPIG Holding Company LLC New York

THIRD: The terms and conditions of the merger are as follows:

MPIG Holding Company LLC shall succeed to all of the rights and obligation of Manhattan Property Investors Group LLC. All of the assets and liability of Manhattan Property Investors Group LLC shall be transferred, assigned and accepted by MPIG Holding Company LLC

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each Membership Interest in Manhattan Property Investors Group LLC shall be exchanged for a Membership Interest in MPIC Holding Company LLC

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

Not applicable

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing members are as follows:

Stanley Pichony 18 East 31 Street New York, New York 10016

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

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