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Akerman Senterfitt
(Requestor's Name)

301 S. Bronough
(Address)

Suite 200
(Address)

Tall. FL 32301
(City/State/Zip/Phone #)

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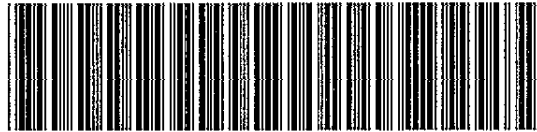
1440 Amsterdam Realty CO, LLC
(Business Entity Name)

(Document Number)

Certified Copies X Certificates of Status _____

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COURT
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LO2-2753

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TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER
of
1440 AMSTERDAM REALTY CO., LLC
(A Florida Limited Liability Company)
into
1440 AMSTERDAM REALTY CO., LLC
(A Delaware Limited Liability Company)

L02-2753

The following Articles of Merger are being submitted by the parties in accordance with Section 608.4382 of the Florida Statutes:

FIRST: The parties to this merger are (a) 1440 Amsterdam Realty Co., LLC, a Florida limited liability company (Document #L02000002753) (FEI#134131265), whose principal place of business is located c/o Sherman, Citron & Karasik, P.C., 152 West 57th Street, New York, New York 10019 (the "Merging Company"), and (b) 1440 Amsterdam Realty Co., LLC, a Delaware limited liability company (FEI#134131265), whose principal place of business is located c/o Sherman, Citron & Karasik, P.C., 152 West 57th Street, New York, New York 10019 (the "Surviving Company").

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

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1440 Amsterdam Realty Co., LLC, c/o Sherman, Citron & Karasik, P.C. 152 West 57 th Street New York, New York 10019	Delaware	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes, and was approved by the Florida limited liability company which is the Merging Company in accordance with Chapter 608 of the Florida Statutes.

FOURTH: The attached Plan of Merger was also approved by the Delaware limited liability company which is the Surviving Company in accordance with the corresponding laws of the State of Delaware.

FIFTH: The Delaware limited liability company which is the Surviving Company hereby appoints the Secretary of State of the State of Florida as its agent for substitute service of process pursuant to Chapter 48 of the Florida Statutes in any proceeding to enforce any obligations or rights of any dissenting member of the Florida limited liability company which is the Merging Company.

SIXTH: The Delaware limited liability company which is the Surviving Company hereby agrees to pay any dissenting member of the Florida limited liability company which is the

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Merging Company the amount, if any, to which they are entitled under Section 608.4384 of the Florida Statutes.

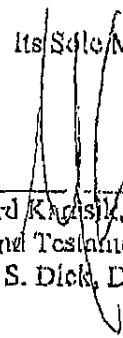
SEVENTH: The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the organizational documents or operating agreements of either limited liability company which is a party to the merger.

EIGHTH: These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Witness the following signatures and seals, as of this 28th day of April, 2003.

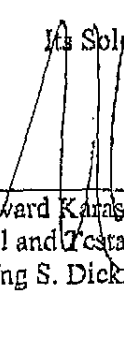
1440 AMSTERDAM REALTY CO., LLC,
a Florida limited liability company,

By: Its Sole Member


Howard Karasik, Trustee under the Last
Will and Testament of
Irving S. Dick, Deceased

1440 AMSTERDAM REALTY CO., LLC,
a Delaware limited liability company,

By: Its Sole Member


Howard Karasik, Trustee under the Last
Will and Testament of
Irving S. Dick, Deceased

NOTARY PUBLIC
TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 28, 2003 (this "Agreement"), between 1440 Amsterdam Realty Co., LLC, a Florida limited liability company (the "Florida LLC"), and 1440 Amsterdam Realty Co., LLC, a Delaware limited liability company (the "Delaware LLC").

WITNESSETH:

WHEREAS, the Delaware LLC desires to acquire the properties and other assets, and to assume all of the liabilities and obligations, of the Florida LLC by means of a merger of the Florida LLC with and into the Delaware LLC;

WHEREAS, Section 18-209 of the Delaware Limited Liability Company Act, 6 Del.C. §18-101, et seq. (the "Delaware Act") and Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act") authorize the merger of a Florida limited liability company with and into a Delaware limited liability company;

WHEREAS, the Florida LLC and the Delaware LLC now desire to merge (the "Merger"), following which the Delaware LLC shall be the surviving entity;

WHEREAS, the sole member of the Florida LLC and the sole manager of the Florida LLC have approved this Agreement and the consummation of the Merger; and

WHEREAS, the sole member of the Delaware LLC has approved this Agreement and the consummation of the Merger;

NOW THEREFORE, the parties hereto hereby agree as follows:

ARTICLE I
THE MERGER

SECTION 1.01. The Merger.

(a) On April 29, 2003, after satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, as the Florida LLC and the Delaware LLC shall determine, the Delaware LLC, which shall be the surviving entity, shall file a certificate of merger substantially in the form of Exhibit 1 hereto (the "Certificate of Merger") with the Secretary of State of the State of Delaware, file articles of merger substantially in the form of Exhibit 2 hereto (the "Articles of Merger") with the Secretary of State of the State of Florida, and make all other filings or recordings required by the Delaware Act and the Florida Act in connection with the Merger. The Merger shall become effective at such time as is specified in the Certificate of Merger (the "Effective Time").

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TALLAHASSEE, FLORIDA

(b) At the Effective Time, the Florida LLC shall be merged with and into the Delaware LLC, whereupon the separate existence of the Florida LLC shall cease, and the Delaware LLC shall be the surviving entity of the Merger (the "Surviving LLC") in accordance with Section 18-209 of the Delaware Act and Section 608.4383 of the Florida Act.

SECTION 1.02. Exchange of Interests. At the Effective Time:

(a) Each limited liability company interest in the Florida LLC outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and no consideration shall be issued in respect thereof; and

(b) Each limited liability company interest in the Delaware LLC outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a limited liability company interest in the Delaware LLC as the surviving entity.

**ARTICLE II
THE SURVIVING LIMITED LIABILITY COMPANY**

SECTION 2.01. Qualification of Delaware LLC; Certificate of Formation and Limited Liability Company Agreement. The Delaware LLC shall be the surviving entity in the Merger, and shall succeed to the interests of the Florida LLC as provided under the Delaware Act and Florida Act. The Delaware LLC shall, on or before the effective time of the filing of the Articles of Merger, file an application for authorization to transact business as a foreign limited liability company with the Secretary of State of the State of Florida. The Certificate of Formation and Limited Liability Company Agreement of the Delaware LLC in effect at the Effective Time shall be the Certificate of Formation and Limited Liability Company Agreement of the surviving limited liability company unless and until amended in accordance with applicable law. The name of the surviving Delaware LLC shall be 1440 Amsterdam Realty Co., LLC. The surviving Delaware LLC shall be manager managed, and the address of its manager Howard Karasik is c/o Sherman, Citron & Karasik, P.C., 152 West 57th Street, New York, New York 10019

**ARTICLE III
TRANSFER AND CONVEYANCE OF ASSETS
AND ASSUMPTION OF LIABILITIES**

SECTION 3.01. Transfer, Conveyance and Assumption. At the Effective Time, the Delaware LLC shall continue in existence as the Surviving LLC, and without further transfer, succeed to and possess all of the rights, privileges and powers of the Florida LLC, and all of the assets and property of whatever kind and character of the Florida LLC shall vest in the Delaware LLC without further act or deed; thereafter, the Delaware LLC, as the surviving entity, shall be liable for all of the liabilities and obligations of the Florida LLC, and any claim or judgment against the Florida LLC may be enforced against the Delaware LLC, as the surviving entity, in accordance with Section 18-209 of the Delaware Act.

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FILED

KARASIK, HOWARD
SHERMAN, CITRON & KARASIK, P.C.
NEW YORK, NEW YORK

SECTION 3.02. Further Assurances. If at any time the Delaware LLC shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Delaware LLC the title to any property or right formerly held by the Florida LLC, or otherwise to carry out the provisions hereof, the proper representatives of the Florida LLC as of the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances and do all things necessary or proper to vest, perfect or convey title to such property or right in the Delaware LLC, and otherwise to carry out the provisions hereof.

ARTICLE IV TERMINATION

SECTION 4.01. Termination. This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time:

(i) by mutual written consent of the Delaware LLC and the Florida LLC; or

(ii) by either the Delaware LLC, or the Florida LLC, if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree enjoining the Delaware LLC or the Florida LLC from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and nonappealable.

SECTION 4.02. Effect of Termination. If this Agreement is terminated pursuant to Section 4.01, this Agreement shall become void and of no effect with no liability on the part of either party hereto.

ARTICLE V CONDITIONS TO THE MERGER

SECTION 5.01. Conditions to the Obligations of Each Party. The obligations of the Delaware LLC and the Florida LLC to consummate the Merger are subject to satisfaction of the following conditions as of the Effective Time:

(i) no provision of any applicable law or regulation and no judgment, injunction, order or decree shall prohibit the consummation of the Merger; and

(ii) all actions by or in respect of or filings with any governmental body, agency, official, or authority required to permit the consummation of the Merger shall have been obtained; and

(iii) the Florida LLC shall have obtained the consent of its lender, Wells Fargo Bank Minnesota, N.A., as Trustee for the Registered Holders of Wachovia Bank Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, Series 2002-C1, to the Merger, and the Florida LLC and Delaware LLC shall have executed

and delivered such documents and taken such other and further actions as may be required by such lender as a condition precedent and/or subsequent to such consent.

ARTICLE VI
MISCELLANEOUS

SECTION 6.01. Amendments; No Waivers. (a) Any provision of this Agreement may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by the Delaware LLC and the Florida LLC.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

SECTION 6.02. Integration. All prior or contemporaneous agreements, contracts, promises, representations, and statements, if any, between the Florida LLC and the Delaware LLC, or their representatives, are merged into this Agreement, and this Agreement shall constitute the entire understanding between the Florida LLC and the Delaware LLC with respect to the subject matter hereof.

SECTION 6.03. Successors and Assigns. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or obligations under this Agreement without the consent of the other party hereto.

SECTION 6.04. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflict of laws.

SECTION 6.05. Counterparts; Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

[SIGNATURE PAGE FOLLOWS]

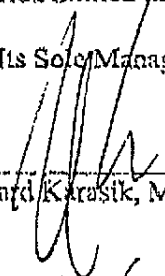
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written by those persons authorized and required by law to adopt, approve and consent to the foregoing Merger.

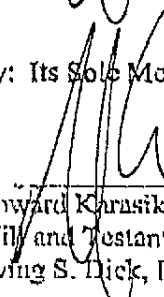
1440 AMSTERDAM REALTY CO., LLC,
a Florida limited liability company

By: Its Sole Manager



Howard Karasik, Manager

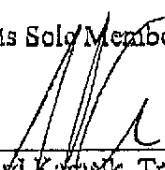
By: Its Sole Member



Howard Karasik, Trustee under the Last
Will and Testament of
Irving S. Dick, Deceased

1440 AMSTERDAM REALTY CO., LLC,
a Delaware limited liability company

By: Its Sole Member



Howard Karasik, Trustee under the Last
Will and Testament of
Irving S. Dick, Deceased

ALLIANCE OF FLORIDA

03 MAY - 1 PM 2:00

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EXHIBIT 1

[DELAWARE CERTIFICATE OF MERGER]

FILED

03 MAY - 1 PM 2:00

REC'D
CLERK OF COURT
DELAWARE
DOVER, FLORIDA

CERTIFICATE OF MERGER
 OF
 1440 AMSTERDAM REALTY CO., LLC
 (A Florida Limited Liability Company)
 INTO
 1440 AMSTERDAM REALTY CO., LLC
 (A Delaware Limited Liability Company)

Dated As Of: April 28, 2003

The undersigned limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, et seq. (the "D LLC Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
1440 AMSTERDAM REALTY CO., LLC	Florida
1440 AMSTERDAM REALTY CO., LLC	Delaware

SECOND: An Agreement and Plan of Merger has been duly authorized, approved, adopted, certified, executed and acknowledged in accordance with the laws of the State of Florida and in accordance with Section 18-209 of the Delaware Limited Liability Company Act by (i) 1440 Amsterdam Realty Co., LLC, a Florida limited liability company, and (ii) 1440 Amsterdam Realty Co., LLC, a Delaware limited liability company.

THIRD: The name of the surviving Delaware limited liability company is 1440 Amsterdam Realty Co., LLC.

FOURTH: The merger of 1440 Amsterdam Realty Co., LLC, a Florida limited liability company, into 1440 Amsterdam Realty Co., LLC, a Delaware limited liability company, shall be effective at 12:00 midnight on April 30, 2003.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving Delaware limited liability company. The address of the principal place of business of the surviving Delaware limited liability company is c/o Sherman, Citron & Karasik, P.C., 152 West 57th Street, New York, New York 10019.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving Delaware limited liability company, on request and without cost, to any member of 1440

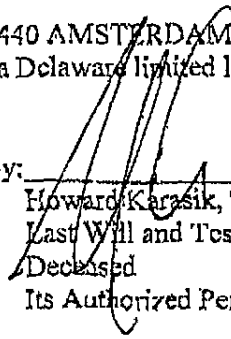
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 DEPARTMENT OF REVENUE
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Amsterdam Realty Co., LLC, a Delaware limited liability company, or to any person or entity holding an interest in 1440 Amsterdam Realty Co., LLC, a Florida limited liability company.

1440 AMSTERDAM REALTY CO., LLC,
a Delaware limited liability company,

By: 
Howard Karasik, Trustee under the
Last Will and Testament of Irving S. Dick,
Deceased
Its Authorized Person

AMERICAN STATE
EMBASSY, FLORIDA

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EXHIBIT 2

[FLORIDA ARTICLES OF MERGER]

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
1440 AMSTERDAM REALTY CO., LLC
(A Florida Limited Liability Company)
into
1440 AMSTERDAM REALTY CO., LLC
(A Delaware Limited Liability Company)

The following Articles of Merger are being submitted by the parties in accordance with Section 608.4382 of the Florida Statutes:

FIRST: The parties to this merger are (a) 1440 Amsterdam Realty Co., LLC, a Florida limited liability company (Document #L02000002753) (FEI#134131265), whose principal place of business is located c/o Sherman, Citron & Karasik, P.C., 152 West 57th Street, New York, New York 10019 (the "Merging Company"), and (b) 1440 Amsterdam Realty Co., LLC, a Delaware limited liability company (FEI#134131265), whose principal place of business is located c/o Sherman, Citron & Karasik, P.C., 152 West 57th Street, New York, New York 10019 (the "Surviving Company").

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

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1440 Amsterdam Realty Co., LLC, c/o Sherman, Citron & Karasik, P.C. 152 West 57 th Street New York, New York 10019	Delaware	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes, and was approved by the Florida limited liability company which is the Merging Company in accordance with Chapter 608 of the Florida Statutes.

FOURTH: The attached Plan of Merger was also approved by the Delaware limited liability company which is the Surviving Company in accordance with the corresponding laws of the State of Delaware.

FIFTH: The Delaware limited liability company which is the Surviving Company hereby appoints the Secretary of State of the State of Florida as its agent for substitute service of process pursuant to Chapter 48 of the Florida Statutes in any proceeding to enforce any obligations or rights of any dissenting member of the Florida limited liability company which is the Merging Company.

SIXTH: The Delaware limited liability company which is the Surviving Company hereby agrees to pay any dissenting member of the Florida limited liability company which is the

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 CLERK OF DISTRICT COURT
 IN AND FOR THE COUNTY OF FLORIDA

Merging Company the amount, if any, to which they are entitled under Section 608.4384 of the Florida Statutes.

SEVENTH: The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the organizational documents or operating agreements of either limited liability company which is a party to the merger.

EIGHTH: These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Witness the following signatures and seals, as of this 28th day of April, 2003.

1440 AMSTERDAM REALTY CO., LLC,
a Florida limited liability company,

1440 AMSTERDAM REALTY CO., LLC,
a Delaware limited liability company,

By: Its Sole Member

By: Its Sole Member

Howard Karasik, Trustee under the Last
Will and Testament of
Irving S. Dick, Deceased

Howard Karasik, Trustee under the Last
Will and Testament of
Irving S. Dick, Deceased

ALL AMERICAN
ASSOCIATES
FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

1440 AMSTERDAM REALTY CO., LLC, a Florida entity, L02000002753

INTO

1440 AMSTERDAM REALTY CO., LLC, a Delaware entity not qualified in
Florida

File date: May 1, 2003

Corporate Specialist: Tammi Cline