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Division of Corporations

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W4-000093437

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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MERGER OR SHARE EXCHANGE

KIMCO MELBOURNE LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$87.50

68.00

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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 Address	Jurisdiction	Entity Type
1. <u>Kisco Malhounes-616, Inc.</u>	<u>NY</u>	<u>Corporation</u>
<u>3333 New Hyde Park Road</u>		
<u>Suite 100</u>		
<u>New Hyde Park, NY 11042</u>		
Florida Document/Registration Number: <u>FA490000 5428</u>		FEI Number: <u>650671154</u>
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)

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PL001 - 12/12/02 C.T. System Update

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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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Kings Melbourne LLC</u>	<u>FL</u>	<u>Limited Liability Company</u>
<u>3333 New Hyde Park Road</u>		
<u>New Hyde Park, New York 11042</u>		

Florida Document/Registration Number: 184000093437

FBI Number: 20-2067013

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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REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50 (if merger filed pursuant to s 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

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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) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Kinco Melbourne 616, Inc.	FL

004-5428

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

<u>Name</u>	<u>Jurisdiction</u>
Kinco Melbourne LLC	FL

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

See attached.

(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:

See attached.

- 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:

There are no outstanding rights to acquire interests of the merged party.

(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)

N/A

If General Partner is a Non-Individual,

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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:

KMC Property Management, LP
3333 New Hyde Park Road
New Hyde Park, New York 11042

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:

N/A

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

None.

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER CONTINUATION PAGE**THIRD:** The terms and conditions of the merger are as follows:

The Merger. As of the Effective Time (as defined below), (a) Kinco Melbourne 616, Inc. (referred to herein as the "merged party") shall be merged with and into (referred to herein as the "survivor" or the "surviving entity") and the separate existence of the merged party shall thereupon cease (the "Merger") and (b) the surviving entity shall continue its existence pursuant to the Florida Limited Liability Company Act.

Effective Time. Upon such time and date as the merged party and the surviving entity may mutually agree, the parties shall thereafter cause to be filed appropriate Articles of Merger with the Department of State of the State of Florida. The Merger shall become effective on such date and time as such Articles of Merger are filed (the "Effective Time").

Articles of Organization and Operating Agreement. The Articles of Organization of the surviving entity and the Operating Agreement of the surviving entity (collectively, the "Survivor Organizational Documents"), as in effect immediately prior to the Effective Time, shall be the Articles of Organization and operating agreement of the surviving entity until thereafter amended as provided therein.

Managers. The sole managers and officers of the surviving entity immediately prior to the Effective Time shall be the manager and officers of the surviving entity to hold office in accordance with the Survivor Organizational Documents.

Assets and Liabilities. From and after the Effective Time, all of the assets of the merged party and the surviving entity (including, without limitation, all of their respective contractual rights, goodwill, accounts and other tangible and intangible assets shall become the property of the surviving entity, and the surviving entity shall succeed to all of the liabilities of the merged party and the surviving entity. The surviving entity, in the name of the merged party and the surviving entity, shall have full power and authority, from and after the Effective Time, to execute such instruments of assignment and other documents necessary to vest in the surviving entity all of the assets of the merged party and the surviving entity.

FOURTH:

A. The manner and base of converting the interests, shares, obligation 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:

All of the outstanding shares of capital stock of the merged party and all of the outstanding interests in the surviving party are owned by the same entity. The shares of capital stock of the merged party outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be canceled and extinguished and converted into a 100% percentage interest in the surviving party. All interests in the surviving party issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding and shall be cancelled and retired and shall cease to exist.

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