

W05000095707

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

L05-95707 (merging)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

4/24

merge

EFFECTIVE DATE

4-30-06

Office Use Only



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M. HOBBS

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WRITER'S EXTENSION: 35
E-MAIL: ekramer@businessandtaxlawyers.com

OF COUNSEL
ANDREW P. FRADKIN
HANNAH G. GOLDMAN

FILE # 6488/002

April 20, 2006

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Custom Real Estate, L.L.C.

Dear Sir/Madam:

The enclosed Articles of Merger and Plan of Merger and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Elliot I. Kramer, Esq.
Goldman & Kramer
101 Eisenhower Parkway
P.O. Box 610
Roseland, New Jersey 07068

For further information concerning this matter, please call Elliot I. Kramer, Esq. at 973-228-5888.

Very truly yours,


Elliot I. Kramer

EIK/rd
Enclosures

**CERTIFICATE OF MERGER
OF
CUSTOM REAL ESTATE, L.L.C., a FLORIDA LIMITED LIABILITY COMPANY
INTO
CUSTOM REAL ESTATE, L.L.C., a NEW JERSEY LIMITED LIABILITY COMPANY**

Pursuant to the Florida Limited Liability Act, Title XXXVI of the Florida Statutes, Chapter 608 and and Section 20 of the New Jersey Limited Liability Company Act, N.J.S.A. 42:2B-1 et seq., the undersigned limited liability companies approved and executed the following Certificate of Merger:

FIRST: Annexed hereto is a Plan of Merger by which CUSTOM REAL ESTATE, L.L.C., a limited liability company formed under the laws of the State of Florida is merging with CUSTOM REAL ESTATE, L.L.C., a limited liability company formed under the laws of the State of New Jersey pursuant to which CUSTOM REAL ESTATE, a New Jersey limited liability company is the surviving business entity.

SECOND: The Plan of Merger was approved by CUSTOM REAL ESTATE, L.L.C., a Florida limited liability company in accordance with the applicable provisions of the Florida Limited Liability Act

THIRD: The Plan of Merger approved by CUSTOM REAL ESTATE, L.L.C., a New Jersey limited liability company in accordance with the applicable provisions of the New Jersey Limited Liability Act.

FOURTH: The Plan of Merger was unanimously approved by the members of each of the limited liability companies.

FIFTH: The effective date of the merger shall be April 30, 2006.

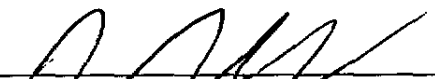
SIXTH: Statement with respect to CUSTOM REAL ESTATE, L.L.C., a New Jersey limited liability, the surviving business entity:

- a. The address of the principal place of business is 8 Vreeland Avenue, Totowa, New Jersey.
- b. CUSTOM REAL ESTATE, L.L.C., a New Jersey limited liability company hereby appoints the Secretary of State of Florida as its agent for service of process in any proceeding to enforce its obligations, including any appraisal rights of its members of Sections 608.4351-608.43595 of the Florida Statutes and shall mail any pleadings that it receives to the address provided in Paragraph a above.
- c. CUSTOM REAL ESTATE, L.L.C., a New Jersey limited liability company agrees to pay any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595 of the Florida Statutes.

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TALLAHASSEE, FLA

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger this
12 day of April, 2006.


**CUSTOM REAL ESTATE, L.L.C.,
a Florida limited liability company**


By: Robert Tiefenbacher, Manager


By: David S. North, Manager

**CUSTOM REAL ESTATE, L.L.C.,
a New Jersey limited liability company**


By: Robert Tiefenbacher, Manager


By: David S. North, Manager

PLAN OF MERGER

1. NATURE OF PLAN: This is a Plan of Merger by and between CUSTOM REAL ESTATE, L.L.C., a New Jersey limited liability company (hereinafter "Surviving Business Entity") and CUSTOM REAL ESTATE, L.L.C., a Florida limited liability company (hereinafter the "Terminating Business Entity").

2. AGREEMENT TO MERGER: The Terminating Business Entity shall be and is hereby merged into the Surviving Business Entity subject to the terms and conditions of this Plan.

3. TERMS AND CONDITIONS OF MERGER; MODE OF CARRYING IT INTO EFFECT:

3.1 Effective Date. The merger shall become effective on April 30, 2006.

3.2 Effect of Merger. Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchise, rights and immunities of the Surviving Business Entity shall continue unaffected and unimpaired by the merger, and the partnership identity, existence, purposes, powers, franchises, rights and immunities of the Terminating Business Entity shall be merged into the Surviving Business Entity and the Surviving Business Entity shall be fully vested therewith. The separate limited liability company existence of the Terminating Business Entity, except insofar as the same may be continued by statute, shall cease.

3.3 Certificate of Formation. The Certificate of Formation of the Surviving Business Entity shall remain and be the Certificate of Formation of the Surviving Business Entity until the same shall be further amended according to the provisions thereof.

3.4 Operating Agreement. The Operating Agreement of the Surviving Business Entity shall remain and be the Operating Agreement of the Surviving Business Entity until the same shall be altered or amended according to the provisions thereof.

3.5 Transfer of Rights, Etc. All rights, privileges, powers, franchises and interests of the Terminating Business Entity, all of the property, real, personal and mixed, all debts due on whatever account to the Terminating Business Entity, all things in action, or belonging to the Terminating Business Entity, and all and every other interest shall be taken and deemed to be transferred to and vested and shall vest in the Surviving Business Entity, without further act or deed, as effectually as they were vested in the Terminating Business Entity; and all claims, demands, property, and every other interest shall be as effectually the property of the Surviving Business Entity as they were the Terminating Business Entity; the title to any real estate, vested in the Terminating Business Entity by deed or otherwise, shall not revert or be in any way impaired by reason of merger; all rights of creditors and all liens upon the property of the Terminating Business Entity shall be preserved and unimpaired, and all debts, liabilities, restrictions and duties of the Terminating Business Entity shall thenceforth attach to the Surviving Business Entity and may be enforced against it to the same extent as if they had been incurred or contracted by it.

3.6 Further Assurances. If at any time the Surviving Business Entity shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm, or record or otherwise, in the Surviving Business Entity, the title to any property as a result of the merger provided for by this Plan of Merger, the Surviving Business Entity is hereby appointed the due and lawful attorney of the Terminating Business Entity

in its name to execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Business Entity and otherwise to carry out the purposes of this Plan of Merger, and the managers of the Surviving Business Entity are fully authorized in the name of the Terminating Business Entity to take any and all such action.

4. NAME OF SURVIVING BUSINESS ENTITY: The name of the Surviving Business Entity, CUSTOM REAL ESTATE, L.L.C. shall remain and shall continue in use on the effective date of the merger.

5. MANAGERS OF THE SURVIVING BUSINESS ENTITY: The Managers of the Surviving Business Entity shall remain the Managers of the Surviving Business Entity until their successors shall have been elected or appointed according to the Operating Agreement of the Surviving Business Entity. Their names and post office addresses are as follows:

Manager	Post Office Address
Robert Tiefenbacher	23 Laauwe Avenue Wayne, New Jersey 07470
David S. North	41 Basswood Terrace Wayne, New Jersey 07470

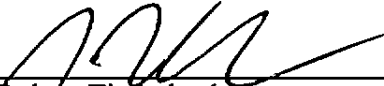
6. MANNER OF CONVERTING LIMITED LIABILITY COMPANY INTERESTS OF TERMINATING BUSINESS ENTITY INTO LIMITED LIABILITY COMPANY INTERESTS OF THE SURVIVING BUSINESS ENTITY:

The members of the Terminating Business Entity shall be entitled to receive no additional limited liability company interests of the Surviving Business Entity in exchange for their limited liability company interests in the Terminating Business Entity because they currently hold limited liability company interests in the Terminating Business Entity in the same proportion as they hold limited liability company interests in the Surviving Business Entity. All limited liability company interests of the Surviving Business Entity, which were outstanding immediately prior to the Effective Date shall remain unchanged.


IN WITNESS WHEREOF, CUSTOM REAL ESTATE, L.L.C. a New Jersey limited liability company and CUSTOM REAL ESTATE, L.L.C., a Florida limited liability company have caused these presents to be signed by their managers, this 1st day of April, 2006.

(Signatures on following page)

**CUSTOM REAL ESTATE, L.L.C.,
a New Jersey limited liability company**




Robert Tiefenbacher,




David S. North,

**CUSTOM REAL ESTATE, L.L.C.,
a Florida limited liability company**



Robert Tiefenbacher, Manager



David S. North, Manager