

L55247

FILED



99 DEC 28 PM 12:29

ACCOUNT NO. : 072100000032

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

REFERENCE : 530846 4352312

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 78.75

ORDER DATE : December 28, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 530846-005

CUSTOMER NO: 4352312

900003081699--6

CUSTOMER: Ms. Moira K. Kerr
Devorsetz Stinziano Gilberti &
555 East Genesee Street

Syracuse, NY 13202-2159

ARTICLES OF MERGER

DUGUID REALTY CORP.

INTO

ALLIED REALTY CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

*Merger
1-3-00
MS*

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

99 DEC 28 AM 11:27

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED

99 DEC 28 PM 12: 29

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

December 29, 1999

CSC

TALLAHASSEE, FL

SUBJECT: DUGUID REALTY CORP.
Ref. Number: L55247

We have received your document for DUGUID REALTY CORP.. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 399A00060541

RESUBMIT

Please give original
to Division of Corporations

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 30 PM 3: 50

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99 DEC 28 PM 12: 29

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

DUGUID REALTY CORP., a Florida corporation, L55247

INTO

ALLIED REALTY CORP., a New York corporation not qualified in Florida

File date: December 28, 1999

Corporate Specialist: Doug Spitler

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER
OF
DUGUID REALTY CORP.
AND
ALLIED REALTY CORP.

FILED

99 DEC 28 PM 12:29

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

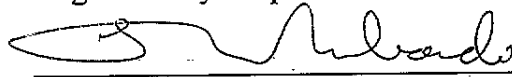
Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Duguid Realty Corp., a Florida corporation, with and into Allied Realty Corp., a New York corporation.
2. The shareholders of Duguid Realty Corp. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 24, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of Duguid Realty Corp. with and into Allied Realty Corp. is permitted by the laws of the jurisdiction of organization of Allied Realty Corp. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Allied Realty Corp. was December 24, 1999.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Executed on December 24, 1999.

Duguid Realty Corp.

By:



Francis T. Lombardi, Vice-President

Allied Realty Corp.

By:



Francis T. Lombardi, Vice-President

PLAN OF MERGER

THIS PLAN OF MERGER was adopted on December 24, 1999 by Duguid Realty Corp., a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date, and adopted on December 24, 1999 by Allied Realty Corp., a business corporation of the State of New York, and by its Board of Directors on said date. The names of the corporations planning to merge are Duguid Realty Corp., a business corporation incorporated under the laws of the State of Florida, and Allied Realty Corp., a business corporation of the State of New York. The name of the surviving corporation into which Duguid Realty Corp. plans to merge is Allied Realty Corp.

1. The participating corporations, Duguid Realty Corp. and Allied Realty Corp., shall pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Business Corporation Law of the State of New York, be merged with and into a single corporation, to wit, Allied Realty Corp., 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 Business Corporation Law of the State of New York. The separate existence of Allied Realty Corp., which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. The number of outstanding shares of the terminating corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote.
3. The number of outstanding shares of the surviving corporation is 104 shares, all of which are of one class and are common shares, and all of which are entitled to vote.
4. The certificate of incorporation of the surviving corporation as of the effective date of the merger shall be the certificate of incorporation of said surviving corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Business Corporation Law of the State of New York.
5. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws 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 Business Corporation Law of the State of New York.
6. The directors and officers in office of the surviving corporation upon the effective date of the merger 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 by-laws of the surviving corporation.

7. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one twenty-fifth of a share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

8. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the Florida Business Corporation Act, and the Plan of Merger herein made and adopted shall be submitted to the shareholders of the surviving corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

9. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the Florida Business Corporation Act, and in the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, the terminating 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 of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger subject, however, to any provision or provisions contained hereinafter for abandoning the Plan of Merger before or after the adoption thereof by the shareholders entitled to vote of the surviving corporation or before or after the authorization of the merger upon behalf of the terminating corporation.

10. The Board of Directors and the proper officers of the terminating corporation and of 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 Plan of Merger or of the merger herein provided for.

11. Notwithstanding the authorization of the Merger upon behalf of the terminating corporation in the manner prescribed by the Florida Business Corporation Act, and the adoption of the Plan of Merger by the shareholders entitled to vote of the surviving corporation the plan of merger may be abandoned at any time prior to the filing of a Certificate of Merger of the corporations by the Department of State of the State of New York or by the Department of State of the State of Florida in the event that the boards of directors of the constituent corporations deem advisable.