

# L88735



**THE UNITED STATES  
CORPORATION  
COMPANY**

FILED  
99 NOV 16 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 482996 4324949

AUTHORIZATION :

*Patricia Puyet*

COST LIMIT : \$ 78.75

ORDER DATE : November 16, 1999

ORDER TIME : 10:33 AM

ORDER NO. : 482996-005

CUSTOMER NO: 4324949

EFFECTIVE DATE  
*12/31/99*

200003045562--8

*merger*

CUSTOMER: Glenn Bobeck, Esq  
Albrecht, Maguire, Heffern &  
2100 Main Place Tower

Buffalo, NY 142023783

ARTICLES OF MERGER

661 MAIN STREET CORP., A  
FLORIDA CORPORATION

INTO

661 MAIN STREET CORP., A NEW  
YORK CORPORATION

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
99 NOV 16 AM 11:29

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*ADR*

*11/24/99*

*\*02250,00524,00672*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

661 MAIN STREET CORP., a Florida corporation L88735

INTO

**661 MAIN STREET CORP..** a New York corporation not qualified in Florida

File date: November 16, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 16, 1999

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: 661 MAIN STREET CORP.  
Ref. Number: L88735

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for 661 MAIN STREET CORP. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The merger form that you have used is incorrect. I have enclosed a correct form for your convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 899A00055061

RECEIVED  
99 NOV 24 AM 10:44  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/99

99 NOV 16 PM 12:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF  
661 MAIN STREET CORP., A FLORIDA CORPORATION  
INTO  
661 MAIN STREET CORP., A NEW YORK CORPORATION

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes:

**FIRST:** The name, street address of the principal office, and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Street Address</u>	<u>Jurisdiction</u>
661 Main Street Corp.	431 Mt. View Road Lewiston, New York 14092	New York

**SECOND:** The name, street address of its principal office, and jurisdiction for the merging corporation (non-surviving corporation) is as follows:

<u>Name</u>	<u>Street Address</u>	<u>Jurisdiction</u>
661 Main Street Corp.	431 Mt. View Road Lewiston, New York 14092	Florida

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective as of close of business on December 31, 1999.

**FIFTH:** The Plan of Merger was adopted by the board of directors and shareholders of the surviving corporation on November 15, 1999.

**SIXTH:** The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on November 15, 1999

**SEVENTH:** Signatures for each corporation:

**661 MAIN STREET CORP., a New York corporation**

By: Charles A. Baker  
Charles A. Baker, President

**661 MAIN STREET CORP., a Florida corporation**

By: Charles A. Baker  
Charles A. Baker, President

**PLAN OF MERGER**  
**OF**  
**661 MAIN STREET CORP., A FLORIDA CORPORATION**  
**INTO**  
**661 MAIN STREET CORP., A NEW YORK CORPORATION**

The constituent corporations referred to below hereby agree to the following plan and agreement of merger:

1. The names of the constituent corporations are 661 Main Street Corp., a New York corporation ("New York Corp."), and 661 Main Street Corp., a Florida corporation ("Florida Corp.").
2. New York Corp. shall be the surviving corporation, and subsequent to the merger its name shall be 661 Main Street Corp.
3. New York Corp. has 200 shares of voting common stock authorized, without par value, of which one (1) share is outstanding.
4. Florida Corp. has 10,000 shares of voting common stock authorized, without par value, of which five hundred ten (510) shares are outstanding.
5. The terms and conditions of the proposed merger are as follows:
  - (a) Florida Corp. shall be merged into New York Corp. so as to form a single corporation which shall be New York Corp.
  - (b) The By-Laws of New York Corp., in effect on the Effective Date shall be and remain the By-Laws of New York Corp., after the Effective Date, until the same shall be altered, amended or repealed as provided therein.
  - (c) The officers and directors of New York Corp., in office on the Effective Date shall continue to hold office thereafter in accordance with the By-Laws of New York Corp.
  - (d) The shares of the constituent corporations shall be treated as

follows:

(i) The presently outstanding share of New York Corp., owned by Charles A. Baker, and all rights in respect thereof, shall cease to exist and the certificate therefor shall be cancelled.

(ii) Each share of Florida Corp. outstanding on the effective date of the merger and all rights in respect thereto shall forthwith upon such effective date, be converted into, and become exchanged for one-tenth (1/10) shares of New York Corp., and each holder of the shares of Florida Corp., shall thereafter be entitled, upon presentation for surrender to New York Corp., or its agent, of the certificate or certificates representing such shares, to receive in exchange therefor a certificate or certificates representing the shares of fully-paid and non-assessable shares of New York Corp., to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

6. The name of the surviving corporation shall be 661 Main Street Corp.

7. The effective date of the merger shall be close of business on December 31, 1999 (the "Effective Date").

Dated: November 15, 1999

661 MAIN STREET CORP., a Florida  
corporation

By: Charles A. Baker  
Charles A. Baker, President

661 MAIN STREET CORP., a New York  
corporation

By: Charles A. Baker  
Charles A. Baker, President