

L97000.0000161



ACCOUNT NO. : 072100000032

REFERENCE : 079060 7113645

AUTHORIZATION : *Patricia Piguts*

COST LIMIT : \$ 80.00

ORDER DATE : March 15, 2001

ORDER TIME : 11:49 AM

ORDER NO. : 079060-010

000003856480--3

CUSTOMER NO: 7113645

CUSTOMER: Peter Riccobene, Esq
Teschon, Riccobene & Siss P.A.
327 Godwin Avenue

Midland Park, NJ 07432

ARTICLES OF MERGER

E O C L.C.

INTO

EOC REALTY, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley Ext. 1130
EXAMINER'S INITIALS: _____

RECEIVED
01 MAR 16 PM 1:22
DIVISION OF CORPORATION
TALLAHASSEE FLORIDA
01 MAR 16 AM 8:02
FILED

FILED

3/20

91

ARTICLES OF MERGER
Merger Sheet

MERGING:

E O C L.C. Florida entity L97000000161

INTO

EOC REALTY, LLC. corporation not qualified in Florida

File date: March 16, 2001

Corporate Specialist: Lee Rivers

Account number: 072100000032

Amount charged: 80.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2001

JOYCE MARKLEY
CSC

SUBJECT: E O C L.C.
Ref. Number: L97000000161

RESUBMIT

Please give original
submission date as file date

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TALLAHASSEE
FLORIDA

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We have received your document for E O C L.C. and the authorization to debit your account in the amount of \$80.00. However, the document has not been filed and is being returned for the following:

The articles of merger must reflect that the plan of merger 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.

The articles of merger must reflect that the surviving entity 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.

The articles of merger must reflect that 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.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 401A000165

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 19 PM 2:30
NOT RECORDED
NO ACKNOWLEDGEMENT
SUFFICIENCY OF FILING

Certificate of Merger
of
E O C L.C.
a Florida Limited Liability Company
into
EOC Realty, LLC
a New Jersey Limited Liability Company

Whereas, The original Articles of Organization of E O C, L.C. dated January 8th, 1997 was filed February 10, 1997 with the Florida Secretary of State; and

Whereas, The original Certificate of Formation of E O C Realty, LLC dated January March 8th, 2001 was filed March 8th 2001 with the Treasurer of the State of New Jersey; and

Whereas, EOC Realty, LLC and EOC L.C. shall, pursuant to the provisions of the N.J.S.A. title 42, and the applicable provisions of chapter(s) 607, 617, 608 and/or 620 of the Florida Statutes, be merged with and into a single Limited Liability, to wit, EOC Realty LLC which shall be the Surviving Company;

Now, Therefore, In order to effectuate a merger of a Florida Limited Liability Company into a New Jersey Limited Liability Company pursuant to the provisions of the law of the State of New Jersey and the State of and Florida., the Companies hereby adopt the following Certificate of Merger.

ARTICLE ONE
NAME OF EACH PARTICIPATING BUSINESS ENTITY

A. EOC Realty, LLC, c/o O'Connor, Davies, Munns & Dobbins, LLP, 15 Essex Road, Paramus, NJ 07652.

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TALLAHASSEE FLORIDA

B. EOC, L.C. c/o Edward S. O'Connor, 100 Beach Road, Apt. PHD, Tequesta, Florida 33469.

ARTICLE TWO
NAME OF SURVIVING BUSINESS ENTITY

The names of the merging companies are **E O C, L.C.** which is a limited liability company formed under the laws of the State of Florida, *and the existence of which will cease*, and **EOC Realty, LLC** a limited liability company formed under the laws of the State of New Jersey *and which will be the surviving company*.

The name of the Surviving limited liability company is "**EOC Realty, LLC**" a limited liability company formed under the laws of the State of New Jersey

ARTICLE THREE
REGISTERED AGENT AND OFFICE OF
EOC REALTY LLC
THE SURVIVING BUSINESS ENTITY

The address of the registered office **EOC Realty, LLC**, the surviving limited liability company, is c/o **O'Connor Davies Munns & Dobbins, LLP, 15 Essex Road, Paramus, NJ 07652** and the registered agent of this Limited Liability Company at that address shall be **Edward G. O'Connor, CPA**

The Surviving Entity 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 members of each limited liability company that is a party to the merger. The Surviving Entity agrees to pay the dissenting members of each 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

ARTICLE FOUR
EFFECTIVE DATE OF MERGER

This Certificate of Merger is to be effective as of the date of its filing with the Secretary of State.

ARTICLE FIVE
PLAN OF MERGER

The Plan of Merger setting forth the terms and conditions of the Merger of **EOC, L.C.** into **EOC Realty, LLC** is attached to this certificate as Exhibit A.

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ARTICLE SIX
ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved unanimously by the Members of both Companies at a special Meeting of the Members held on March 12, 2001.

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TALLAHASSEE, FLORIDA

ARTICLE SEVEN
AUTHORIZATION TO EXECUTE THIS DOCUMENT

As to EOC Realty, LLC, Edward G. O'Connor, states that he is an "authorized person" so that he can sign the Certificate of Merger Specifically, I affirm that I have the authority to sign the Certificate of Merger to be filed with the New Jersey Treasurer and the Florida Secretary of State. I have executed this Certificate of Merger and certified this as my act and deed and the facts herein stated as true, this March 12, 2001.


Edward G. O'Connor

As to EOC, LC, Edward G. O'Connor, states that he is an "authorized person" so that he can sign the Certificate of Merger Specifically, I affirm that I have the authority to sign the Certificate of Merger to be filed with the New Jersey Treasurer and the Florida Secretary of State. In accordance with section 608.408(3) Florida statutes its execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I have executed this Certificate of Merger and certified this as my act and deed and the facts herein stated as true, this March 12, 2001.


Edward G. O'Connor

PLAN OF MERGER
of
E O C L.C.
a Florida Limited Liability Company
into
EOC REALTY, LLC
a New Jersey Limited Liability Company

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TALLAHASSEE FLORIDA

PLAN OF MERGER approved on March 12, 2001 by EOC Realty, LLC, a Limited Liability Company Formed under the laws of the State of New Jersey, and by EOC L.C., a Limited Liability Company Formed under the laws of the State of Florida.

1. **EOC Realty, LLC - New Jersey Will be the Surviving Limited Liability Company.** EOC Realty, LLC and EOC L.C. shall, pursuant to the provisions of the N.J.S.A. title 42, and the applicable provisions of the Florida Statutes, be merged with and into a single Limited Liability, to wit, EOC Realty LLC which shall be the Surviving Company upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Company", and which shall continue to exist as said Surviving Company under its present name EOC Realty, LLC pursuant to the provisions of the New Jersey Statutes.

The separate existence of E O C L.C, which is sometimes hereinafter referred to as the "Terminating Company", shall cease upon the effective date of the merger in accordance with the provisions of Florida Statutes.

2. **The Certificate of Formation.** The Certificate of Formation of the Surviving Company as in force and effect upon the effective date of the merger in the State of New Jersey shall continue to be the Certificate of Formation of said Surviving Company until amended or changed in accordance with the provisions of the New Jersey Statutes.

3. **The Operating Agreement.** The Operating Agreement of the Surviving Company upon the effective date of the merger shall be the Operating Agreement of the Surviving Company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the applicable New Jersey Statutes.

4. **The Officers.** *The Surviving Company shall be managed by its elected officers, not its members.* The officers in office of the Surviving Company upon the effective date of the merger shall be the officers of the Surviving Company, all of whom shall hold their offices until the election of their respective successors in accordance with the Operating Agreement of the Surviving Company.

5. **Membership Interest.** Each issued share of the Terminating Company shall, upon the effective date of the merger, be converted into share(s) of the Surviving Company. The issued shares of the Surviving Company shall not be converted or exchanged 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 Company.

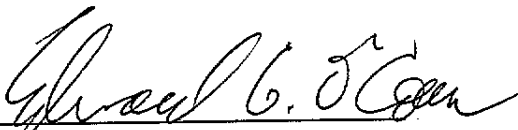
6. **Compliance with the Laws and Statutes of New Jersey & Florida.** In the event that the merger of the Terminating Company with and into the Surviving Company shall have been fully authorized in accordance; with the provisions of New Jersey Statutes and in accordance with the provisions of Florida Statutes, the Terminating Company and the Surviving Company 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 New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. **Authorization to Execute the Documents.** The proper officers of the Terminating Company and of the Surviving Company, 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.

8. **The Effective Date of Merger.** The Effective Date of Merger will be effective as of the Certificate of Merger is filed in the Secretary of State in Florida and New Jersey. This Plan of Merger has been executed in accordance with the Laws of each party's applicable jurisdiction.

EOC, L.C.


Edward G. O'Connor, President

EOC Realty, LLC


Edward G. O'Connor, President

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01 MAR 16 AM 8:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA