

M91720

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MERGER OR SHARE EXCHANGE

APPLE TWO ASSOCIATES, INC.

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DC  
Merger  
5-21-08

**ARTICLES OF MERGER**

(Profit Corporations)

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 and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Apple Two Associates, Inc.</u>	<u>Florida</u>	<u>M91720</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Apple Three Associates, Inc.</u>	<u>Florida</u>	<u>P07000133127</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on n/a

The Plan of Merger was adopted by the board of directors of the surviving corporation on May 19, 2008 and shareholder approval was not required.


Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 19, 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on n/a and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleApple Two Associates, Inc.Allen Moskowitz COBApple Three Associates,Allen Moskowitz - COBInc.

**PLAN OF MERGER  
MERGING  
APPLE THREE ASSOCIATES, INC.  
WITH AND INTO  
APPLE TWO ASSOCIATES, INC.**

This Plan of Merger (the "Plan") is adopted as of December 31, 2007, by Apple Three Associates, Inc., a Florida corporation (the "Merging Company"), and Apple Two Associates, Inc., a Florida corporation (the "Surviving Company") in compliance with Section 607.1104 of the Florida Statutes.

1. **The Merging Company:** The name of the Merging Company is Apple Three Associates, Inc., a Florida corporation, whose address is 100 E. Walton, Suite 600 E, Chicago, IL 60611.

2. **The Surviving Company:** The name of the Surviving Company is Apple Two Associates, Inc., a Florida corporation, whose address is 100 E. Walton, Suite 600 E, Chicago, IL 60611.

3. **Merger:** Effective upon the filing of this Plan with the Department of State of the State of Florida (the "Effective Date"), the Merging Company will be merged with and into the Surviving Company (the "Merger"). Thus, after giving effect to the Merger, on the Effective Date: (a) the Merging Company and the Surviving Company will consist solely of the Surviving Company, a single corporation; (b) the Surviving Company will survive and continue after the Merger; (c) the separate existence of the Merging Company will cease; and (d) all assets and liabilities, property, rights, franchises and privileges of the Merging Company will become automatically, by operation of law, assets and liabilities, property, rights, franchises and privileges of the Surviving Company.

4. **Effective Date:** The Merger will become effective on the Effective Date.

5. **Conversion of Securities:** On the Effective Date, by virtue of the Merger and without any action on the part of the Merging Company or the Surviving Company, or the shareholders thereof:

(a) Each share of capital stock of the Merging Company issued and outstanding immediately prior to the Effective Date shall, upon surrender to the Surviving Company of the certificates therefor, be converted into and become one validly issued, fully paid and nonassessable share of common stock of the Surviving Company.

(b) Any shares of common stock of the Surviving Company that are owned by the Surviving Company as treasury stock, and any certificates of common stock of the Surviving Company that are owned by the Merging Company shall be automatically cancelled and shall cease to exist and no consideration shall be delivered or payable in exchange therefor.

6. **Further Assurance of Title:** If at any time the Surviving Company considers or is advised that any acknowledgments or assurance in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Company any right, title or interest of the Merging Company held immediately prior to the Effective Date, the Surviving Company and its proper officers and directors may sign and deliver all such acknowledgments or assurances of law and of all things necessary or proper to acknowledge or confirm such right, title or interest in the Surviving Company as may be necessary to carry out the purposes of this

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Plan and the Surviving Company and its proper officers and directors are fully authorized to take any and all such action in the name of the Merging Company or otherwise.

*[Signature Page Follows]*

Intending to be bound, the parties have executed this Plan of Merger as of the date first set forth above:

APPLE TWO ASSOCIATES, INC.

By: 

Name: Allen Musickaton

Title: Chairman

APPLE THREE ASSOCIATES, INC.

By: 

Name: Allen Musickaton

Title: Chairman