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December 31, 1996

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

Re: Merger of Jaffe Title Holding Corp., a Florida corporation into
Federation - Jaffe Title Holding Corp., a Florida corporation

Ladies and Gentlemen:

Enclosed are an original and a copy of the Articles of Merger for the
above referenced corporations, along with a check payable to the
Secretary of State in the amount of \$122.50, in payment of the
following:

Filing Fee
Certified Copy

70.00 000002044250--5
52.50 -01/03/97--01048--002
****122.50 ****122.50

Total

\$122.50

Please return the certified copy to the attention of the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.

Patricia A. Cote

Patricia A. Cote
Legal Assistant to
Marvin A. Kirsner

Enclosures

Patty\SecState.Ltr

*OK
Mayer*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN -2 PM 2:30

APPROVED
AND
FILED

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

JAFFE TITLE HOLDING CORP., document number P96000101084, a Florida corporation

INTO

FEDERATION - JAFFE TITLE HOLDING CORP., a Florida corporation,
N96000006371

File date: January 2, 1997

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

OF

JAFFE TITLE HOLDING CORP.,
a Florida corporation

INTO

FEDERATION - JAFFE TITLE HOLDING CORP.,
a Florida corporation not-for-profit

Pursuant to the provisions of § 607.1105 and § 617.1105, Florida Statutes, these Articles of Merger provide that:

1. Jaffe Title Holding Corp., a Florida corporation, (the "Merged Corporation"), shall be merged with and into Federation - Jaffe Title Holding Corp., a Florida corporation not-for-profit. Federation - Jaffe Title Holding Corp. shall be the surviving corporation in the merger (the "Surviving Corporation"), pursuant to the Agreement and Plan of Merger attached as Exhibit "A."

2. The merger shall become effective upon filing of these Articles of Merger.

3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall remain and be the Articles of Incorporation of the Surviving Corporation.

4. The Plan of Merger has been submitted to the sole member of the Surviving Corporation for its consent and approval in accordance with § 617.1103 of the Florida Not-for-Profit Corporation Act on December 18, 1996 and has been submitted to the sole shareholder of the Merged Corporation in accordance with § 607.1103 of the Florida Business Corporation Act on December 31, 1996, and has been adopted and approved by the sole member of the Surviving Corporation and the sole shareholder of the Merged Corporation, respectively, by way of a written consent pursuant to § 617.0701 and § 607.0701, Florida Statutes, respectively, in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused these Articles of Merger to be executed by their respective officers this 31st day of December, 1996.

JAFFE TITLE HOLDING CORP., a Florida corporation

By: Ralph Jaffe
Ralph Jaffe, President

APPROVED
AND
FILED

FEDERATION - JAFFE TITLE HOLDING
CORP., a Florida corporation

By:

Marvin A. Kirsner
Marvin A. Kirsner, President

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of December, 1996, by Ralph Jaffe, President of JAFFE TITLE HOLDING CORP., a Florida corporation, on behalf of the corporation. He is personally known to me [or has produced Florida driver's license as identification].

Patricia A. Cote
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)

Patricia A. Cote
(Name of acknowledger, typed, printed or
stamped)

OFFICIAL NOTARY SEAL
PATRICIA A. COTE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 6626722
MY COMMISSION EXP. APR. 14, 1997

(Title or Secretary of State if any)

97 JAN -2 PM 2:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

APPROVED
AND
FILED

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of December, 1996, by Marvin A. Kirsner, President of Federation - Jaffe Title Holding Corp., a Florida corporation not-for-profit, on behalf of the corporation. He is personally known to me [or has produced _____ as identification].

Patricia A. Cote
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)

Patricia A. Cote
(Name of acknowledger, typed, printed or
stamped)

OFFICIAL NOTARY SEAL
PATRICIA A. COTE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 6626722
MY COMMISSION EXP. APR. 14, 1997

(Title or Secretary of State if any)

AGREEMENT AND PLAN OF MERGER

Ex. A

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 18th day of December, 1996, by and between JAFFE TITLE HOLDING CORP., a Florida corporation (hereinafter sometimes referred to as the "Merged Corporation") and FEDERATION - JAFFE TITLE HOLDING CORP., a Florida corporation not-for-profit organized pursuant to Chapter 617, Florida Statutes (the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation being hereinafter sometimes referred to as the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, the parties desire that the Merged Corporation merge into the Surviving Corporation.

NOW THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. Merger. The Merged Corporation shall merge into the Surviving Corporation in accordance with the laws of the State of Florida.

2. Effective Date. The merger shall become effective upon filing (the "Effective Date").

3. Rights of the Surviving Corporation. Upon the Effective Date: (a) the Merged Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merged Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Corporation, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Corporation shall vest in the Surviving Corporation without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Corporation shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall be unimpaired; the Surviving Corporation shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Corporations; and all debts, liabilities and obligations of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation.

APPROVED
AND
FILED

SECRET
JAN 18 1997
TALLAHASSEE, FLORIDA

and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Corporations; and (d) without limitation of the foregoing provisions of this Section 3, all corporate acts, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their shareholders, Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation as they were with respect to the Constituent Corporations.

4. Certificate of Incorporation, By-laws, Officers and Directors of Surviving Corporation. Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the By-laws of the Surviving Corporation shall continue as the By-laws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain the officers and directors of the Surviving Corporation.

5. Designation and Number of Outstanding Shares. The designation and number of outstanding shares of each class and series of stock are as follows:

(a) The Merged Corporation has 1,000 shares of authorized voting stock and 100 shares are issued and outstanding; and

(b) The Surviving Corporation has no shares by virtue of its status as a corporation not-for-profit. The sole member of the Surviving Corporation is the Jewish Federation of South Palm Beach County, Inc., a Florida not-for-profit corporation.

6. Effect of the Merger Upon the Shares of the Constituent Corporations. On the effective date of the merger and without any action on the part of parties or otherwise:

(a) All of the issued and outstanding shares of stock in the Merged Corporation shall be converted into one membership unit of the Surviving Corporation.

7. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. Waivers and Amendments. This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

10. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

11. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

JAFFE TITLE HOLDING CORP., a Florida corporation

By: Ralph Jaffe
Ralph Jaffe, President

FEDERATION - JAFFE TITLE HOLDING CORP., a Florida corporation

By: Marvin A. Kirsner
Marvin A. Kirsner, President

Patty\Merger.Jaf