CT CORPORATION SYSTEM

P00000097041

CORPORATION(S) NAME

Freehold Building One Corp. Merging into: Freehold Building One Corp.

[redacted]

Merger

( ) Profit ( ) Nonprofit	( ) Amendment	(✓) Merger
( ) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership ( ) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
( ) Certified Copy	( ) Photocopies	( ) CUS
( ) Call When Ready (x) Walk In ( ) Mail Out	( ) Call If Problem ( ) Will Wait	( ) After 4:30 (x) Pick Up

FILED
01 FEB 27 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability 2/28/01
Document Examiner ______
Updater ________
Verifier ________
W.P. Verifier ______

2/27/01

Order#: 3690030

Ref#: ________

Amount: $ ________

RECEIVED
01 FEB 27 PM 2:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

600003783616--4
-02/27/01--01116--020
*****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

PME

ARTICLES OF MERGER
Merger Sheet

MERGING:

FREEHOLD BUILDING ONE CORP., a New Jersey corporation not authorized to transact business in Florida

INTO

FREEHOLD BUILDING ONE CORP., a Florida entity, P00000097041.

File date: February 27, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

FREEHOLD BUILDING ONE CORP.

01 FEB 27 PM 3:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First: The name and jurisdiction of the **surviving** corporation is:

FREEHOLD BUILDING ONE CORP., a corporation of the State of Florida

Second: The name and jurisdiction of each **merging** corporation is:

FREEHOLD BUILDING ONE CORP., a corporation of the State of New Jersey

Third: The Plan of Merger is attached.

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

Fifth: Adoption of Merger by **surviving** corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on October 30th, 2000.

Sixth: Adoption of Merger by **merging** corporation(s). The Plan of Merger was adopted by the shareholder of the merging corporation(s) on October 30th, 2000.

FREEHOLD BUILDING ONE CORP.,
a Florida Corporation

By: ______________________
Robert Heller, President

FREEHOLD BUILDING ONE CORP.,
a New Jersey Corporation

By: ______________________
Robert Heller, President

ds\agreemnt\freehold.art

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated October 30, 2000 by and between FREEHOLD BUILDING ONE CORP., a New Jersey corporation (hereinafter called "Freehold N.J.") and FREEHOLD BUILDING ONE CORP., a Florida corporation (hereinafter called "Freehold Florida").

WHEREAS

1. The Boards of Directors of Freehold N.J. and Freehold Florida have resolved that Freehold N.J. be merged and pursuant to the Business Corporation Act of the State of New Jersey and the Florida Business Corporation Act into a single corporation existing under the laws of the State of Florida, to wit, Freehold Florida, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of Freehold N.J. consists of 2,500 shares of Common Stock with no par value (hereinafter called "Freehold N.J. Common Stock"), of which 100 shares are issued and outstanding;

3. The authorized capital stock of Freehold Florida consists of 100 shares of Common Stock with no par value (hereinafter called "Freehold Florida Common Stock") of which 100 shares are issued and outstanding; and

4. The respective Boards of Directors of Freehold N.J. and Freehold Florida have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation and the New Jersey Business Corporation Act that Freehold N.J. shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Freehold Florida, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 Action by Robert Heller, Trustee of the Robert Heller Revocable Trust. On or before October 30, 2000, Robert Heller, Trustee of the Robert Heller

Revocable Trust, as the sole stockholder of Freehold N.J., shall adopt this Agreement in accordance with the New Jersey Business Corporation Act.

1.2 Action by Freehold N.J. On or before October 30, 2000, Freehold N.J., as the sole stockholder of Freehold Florida, shall adopt this Agreement in accordance with the Florida Business Corporation Act.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholder of Freehold N.J. in accordance with the New Jersey Business Corporation Act; (b) this Agreement has been adopted by Robert Heller, Trustee of the Robert Heller Revocable Trust, as the sole stockholder of Freehold Florida, in accordance with the Florida Business Corporation Act, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Florida Business Corporation Act and Articles of Merger shall be filed in accordance with the New Jersey Business Corporation Act. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Freehold N.J. shall cease, and Freehold N.J. shall be merged into Freehold Florida which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of Freehold N.J.; and all and singular, the rights, privileges, powers, and franchises of Freehold N.J. and all property, real, personal, and mixed, and all debts due to Freehold N.J. on whatever account, as well for stock subscriptions and all other things in action or belonging to Freehold N.J., shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Freehold N.J., and the title to any real estate vested by deed or otherwise, under the laws of Florida or New Jersey or any other jurisdiction, in Freehold N.J. shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Freehold N.J. shall be preserved unimpaired, and all debts, liabilities, and duties of Freehold N.J. shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officer of Freehold N.J. or the corresponding officers of the Surviving Corporation, may, in the name of Freehold N.J. execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Freehold N.J. property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation' By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be FREEHOLD BUILDING ONE CORP.

2.2 Certificate of Incorporation. The Certificate of Incorporation of Freehold Florida as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of Freehold Florida, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of Freehold N.J. and the nature and amount of securities of Freehold Florida which the holders of shares of Freehold N.J. Common Stock are to receive in exchange for such shares are as follows:

3.1 Freehold N.J. Common Stock. Each one share of Freehold N.J. Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Freehold Florida Common Stock, and outstanding certificates representing shares of Freehold N.J. common Stock shall thereafter represent shares of Freehold Florida Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Freehold Florida Common Stock. All issued and outstanding shares of Freehold Florida Common Stock held immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, shall cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous.

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Freehold N.J., if the Board of Directors of Freehold N.J. or the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by FREEHOLD BUILDING ONE CORP., a New Jersey corporation and FREEHOLD BUILDING ONE CORP., a Florida Corporation.

ATTEST:

Richard Chin, Secretary

FREEHOLD BUILDING ONE CORP.
a New Jersey Corporation

By:______________________________
ROBERT HELLER, President

ATTEST:

Richard Chin, Secretary

FREEHOLD BUILDING ONE CORP.,
a Florida Corporation

By:______________________________
ROBERT HELLER, President

ds\agreemnt\freehold.agt