

P000000097048

CT CORPORATION SYSTEM

CORPORATION(S) NAME

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Executive Hill Corp. Merging into: Executive Hill Corp.

[REDACTED]

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/27/01

Order#: 3690030

Ref#: _____

Amount: \$ _____

Q. COULLIETTE FEB 27 2001

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

JME

FILED
01 FEB 27 PM 4:18
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
01 FEB 27 PM 2:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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*****70.00 *****70.00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EXECUTIVE HILL CORP., a New Jersey corporation not qualified

INTO

EXECUTIVE HILL CORP., a Florida entity, P00000097048.

File date: February 27, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
EXECUTIVE HILL CORP.

FILED
01 FEB 27 PM 4:18
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:
EXECUTIVE HILL CORP., a corporation of the State of Florida

Second: The name and jurisdiction of each merging corporation is:
EXECUTIVE HILL CORP., a corporation of the State of New Jersey

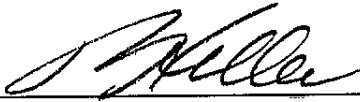
Third: The Plan of Merger is attached.

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.

EXECUTIVE HILL CORP.,
a Florida Corporation

By: 
Robert Heller, President

EXECUTIVE HILL CORP.,
a New Jersey Corporation

By: 
Robert Heller, President

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated *October 30* 2000 by and between EXECUTIVE HILL CORP., a New Jersey corporation (hereinafter called "Executive N.J.") and EXECUTIVE HILL CORP., a Florida corporation (hereinafter called "Executive Florida").

WHEREAS

1. The Boards of Directors of Executive N.J. and Executive Florida have resolved that Executive 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, Executive 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 Executive N.J. consists of 1,000 shares of Common Stock with no par value (hereinafter called "Executive N.J. Common Stock"), of which 100 shares are issued and outstanding;

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

4. The respective Boards of Directors of Executive N.J. and Executive 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 Executive 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, Executive 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 Executive N.J., shall adopt this Agreement in accordance with the New Jersey Business Corporation Act.

1.2 Action by Executive N.J. On or before October 30, 2000, Executive N.J., as the sole stockholder of Executive 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 Executive 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 Executive 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 Executive N.J. shall cease, and Executive N.J. shall be merged into Executive 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 Executive N.J.; and all and singular, the rights, privileges, powers, and franchises of Executive N.J. and all property, real, personal, and mixed, and all debts due to Executive N.J. on whatever account, as well for stock subscriptions and all other things in action or belonging to Executive 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 Executive 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 Executive N.J. shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Executive N.J. shall be preserved unimpaired, and all debts, liabilities, and duties of Executive 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 Executive N.J. or the corresponding officers of the Surviving Corporation, may, in the name of Executive 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 Executive 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 EXECUTIVE HILL CORP.

2.2 Certificate of Incorporation. The Certificate of Incorporation of Executive 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 Executive 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 Executive N.J. and the nature and amount of securities of Executive Florida which the holders of shares of Executive N.J. Common Stock are to receive in exchange for such shares are as follows:

3.1 Executive N.J. Common Stock. Each one share of Executive 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 Executive Florida Common Stock, and outstanding certificates representing shares of Executive N.J. common Stock shall thereafter represent shares of Executive 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 Executive Florida Common Stock. All issued and outstanding shares of Executive 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 Executive N.J., if the Board of Directors of Executive 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 EXECUTIVE HILL CORP., a New Jersey corporation and EXECUTIVE HILL CORP., a Florida Corporation.

ATTEST:

EXECUTIVE HILL CORP.,
a New Jersey Corporation

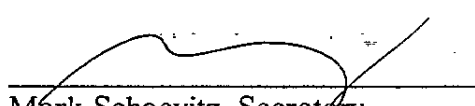

Mark Schaevitz, Secretary

By: 

ROBERT HELLER, President

ATTEST:

EXECUTIVE HILL CORP.,
a Florida Corporation


Mark Schaevitz, Secretary

By: 

ROBERT HELLER, President

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