



PO1000037408

FILED  
APR 23 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 124200 4336896  
AUTHORIZATION : *Patricia Pijut*  
COST LIMIT : \$ 78.75

ORDER DATE : April 23, 2001

*Merger*

ORDER TIME : 10:44 AM

ORDER NO. : 124200-005

*4/30/01*

300004044193--0

CUSTOMER NO: 4336896

CUSTOMER: Ms. Amy E. Schultz  
Thaler & Thaler  
700 N. Olive Ave.

West Palm Beach, FL 33401

ARTICLES OF MERGER

BRUCE BENT ASSOCIATES, INC.

INTO

BRUCE BENT ASSOCIATES, INC.

RECEIVED  
01 APR 23 PM 12:15  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Sandy Mathis EXT 1165

EXAMINER'S INITIALS:

*RM*  
*4/23/01*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

BRUCE BENT ASSOCIATES, INC., a New York corporation not authorized to  
transact business in Florida

INTO

**BRUCE BENT ASSOCIATES, INC.**, a Florida entity, P01000037408

File date: April 23, 2001, effective April 30, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

EFFECTIVE DATE  
4/30/01

ARTICLES OF MERGER  
OF  
BRUCE BENT ASSOCIATES, INC. (A New York Corporation)  
AND  
BRUCE BENT ASSOCIATES, INC. (A Florida Corporation)

FILED  
01 APR 23 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation with and into **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation.
2. The merger of **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation with and into **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation is permitted by the laws of the jurisdiction of organization of **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation and is in compliance with said laws. The date of said adoption of the Plan of Merger by the shareholders of **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation was April 20, 2001.
3. The shareholders of **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation, entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on April 20, 2001.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 a.m. on April 30, 2001.

Executed on April 20, 2001.

**BRUCE BENT ASSOCIATES, INC.**, a New York Corporation

By: *Bruce D. Bent*  
**BRUCE D. BENT**, President

**BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation

By: *Bruce D. Bent*  
**BRUCE D. BENT**, President

STATE OF FLORIDA )  
 )ss  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 2001 by **BRUCE D. BENT**, President of **BRUCE BENT ASSOCIATES, INC.** a New York Corporation, on behalf of the Corporation.

My Commission Expires: 5-16-2004

*Amy E. Schultz*  
Notary Public State of Florida  
Print Name:

Personally known or  produced identification  
Type of Identification Produced:



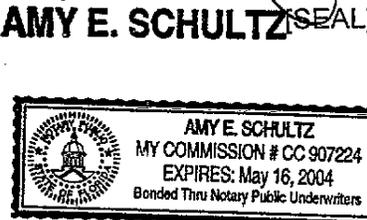
STATE OF FLORIDA )  
 )ss  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 2001 by **BRUCE D. BENT**, President of **BRUCE BENT ASSOCIATES, INC.** a Florida Corporation, on behalf of the Corporation.

My Commission Expires: 5-16-2004

*Amy E. Schultz*  
Notary Public State of Florida  
Print Name:

Personally known or  produced identification  
Type of Identification Produced:



## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** adopted for **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation, a business corporation organized under the laws of the State of New York by resolution of its Board of Directors on April 20, 2001, and adopted for **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on April 20, 2001. The names of the corporations planning to merge are **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation, a business corporation organized under the laws of the State of New York and **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation plans to merge is **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation.

1. **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation and **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation, shall, pursuant to the provisions of the laws of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name **BRUCE BENT ASSOCIATES, INC.**, pursuant to the provisions of the Florida Business Corporation Act. The separate existence of **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation" shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and

changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation 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 York and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, 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.

Dated: April 20, 2001

**BRUCE BENT ASSOCIATES, INC.**, a New York Corporation

By: Bruce D. Bent  
**BRUCE D. BENT**, President

**BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation

By: Bruce D. Bent  
**BRUCE D. BENT**, President

STATE OF FLORIDA                    )  
  )ss  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 2001 by **BRUCE D. BENT**, President of **BRUCE BENT ASSOCIATES, INC.** a New York Corporation, on behalf of the Corporation.

My Commission Expires: 5-16-2004

*Amy E. Schultz*  
\_\_\_\_\_  
Notary Public State of Florida  
Print Name:

**AMY E. SCHULTZ** [SEAL]

Personally known or  produced identification  
Type of Identification Produced:



STATE OF FLORIDA                    )  
  )ss  
COUNTY OF PALM BEACH            )

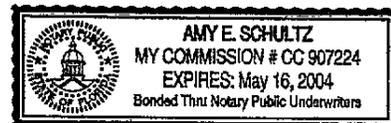
The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 2001, by **BRUCE D. BENT**, President of **BRUCE BENT ASSOCIATES**, a Florida Corporation, on behalf of the Corporation.

My Commission Expires: 5-16-2004

*Amy E. Schultz*  
\_\_\_\_\_  
Notary Public State of Florida  
Print Name:

**AMY E. SCHULTZ** [SEAL]

Personally known or  produced identification  
Type of Identification Produced:





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FILED  
APR 23 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 124200 4336896  
AUTHORIZATION : *Patricia Pignatelli*  
COST LIMIT : \$ 78.75

ORDER DATE : April 23, 2001

ORDER TIME : 10:44 AM

ORDER NO. : 124200-005

CUSTOMER NO: 4336896

CUSTOMER: Ms. Amy E. Schultz  
Thaler & Thaler  
700 N. Olive Ave.

West Palm Beach, FL 33401

*Merger*

4/30/01

300004044193--0

ARTICLES OF MERGER

BRUCE BENT ASSOCIATES, INC.

INTO

BRUCE BENT ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Sandy Mathis EXT 1165

EXAMINER'S INITIALS:

*RM*  
4/23/01

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DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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ARTICLES OF MERGER  
OF  
**BRUCE BENT ASSOCIATES, INC. (A New York Corporation)**  
AND  
**BRUCE BENT ASSOCIATES, INC. (A Florida Corporation)**

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging **BRUCE BENT ASSOCIATES, INC.**, a New York Corporation with and into **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation.

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3. The shareholders of **BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation, entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on April 20, 2001.

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Executed on April 20, 2001.

**BRUCE BENT ASSOCIATES, INC.**, a New York Corporation

By: *Bruce D. Bent*  
**BRUCE D. BENT**, President

**BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation

By: *Bruce D. Bent*  
**BRUCE D. BENT**, President

STATE OF FLORIDA                    )  
  )ss  
COUNTY OF PALM BEACH            )

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My Commission Expires: 5-16-2004

Personally known or  produced identification  
Type of Identification Produced:

*Amy E. Schultz*  
Notary Public State of Florida  
Print Name:



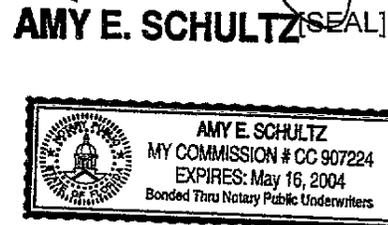
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*Amy E. Schultz*  
Notary Public State of Florida  
Print Name:



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changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

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4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

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prescribed by the laws of the State of New York and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, 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.

Dated: April 20, 2001

**BRUCE BENT ASSOCIATES, INC.**, a New York Corporation

By: Bruce D. Bent  
**BRUCE D. BENT**, President

**BRUCE BENT ASSOCIATES, INC.**, a Florida Corporation

By: Bruce D. Bent  
**BRUCE D. BENT**, President

STATE OF FLORIDA )  
 )ss  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 2001 by **BRUCE D. BENT**, President of **BRUCE BENT ASSOCIATES, INC.** a New York Corporation, on behalf of the Corporation.

My Commission Expires: 5.16.2004

  
\_\_\_\_\_  
Notary Public State of Florida  
Print Name:

**AMY E. SCHULTZ**  
[SEAL]

Personally known or  produced identification  
Type of Identification Produced:



STATE OF FLORIDA )  
 )ss  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 2001, by **BRUCE D. BENT**, President of **BRUCE BENT ASSOCIATES**, a Florida Corporation, on behalf of the Corporation.

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Notary Public State of Florida  
Print Name:

**AMY E. SCHULTZ**  
[SEAL]

Personally known or  produced identification  
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