

# P02000051415

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## MERGER OR SHARE EXCHANGE

GNR OF BREVARD, INC.

Certificate of Status	0
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**ARTICLES OF MERGER  
OF  
864 E. 149 ST. REALTY CORP., A NEW YORK CORPORATION  
INTO  
GNR OF BREVARD, INC., A FLORIDA CORPORATION**

**ARTICLES OF MERGER** between **864 E. 149 ST. REALTY CORP.**, a New York corporation, and **GNR OF BREVARD, INC.**, a Florida corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), **864 E. 149 ST. REALTY CORP.**, a New York corporation, and **GNR OF BREVARD, INC.**, a Florida corporation, adopt the following Articles of Merger.

**ARTICLE I**

The Plan of Merger dated August 22 2003 (the "Plan of Merger") between **864 E. 149 ST. REALTY CORP.**, a New York corporation, and **GNR OF BREVARD, INC.**, a Florida corporation, was approved and adopted by the shareholders of **864 E. 149 ST. REALTY CORP.**, a New York corporation, and **GNR OF BREVARD, INC.**, a Florida corporation, on August 22 2003.

**ARTICLE II**

Pursuant to the Plan of Merger, all issued and outstanding shares of **864 E. 149 ST. REALTY CORP.**, a New York corporation, stock will be acquired by means of a merger of **864 E. 149 ST. REALTY CORP.**, a New York corporation, and **GNR OF BREVARD, INC.**, a Florida corporation, the surviving corporation (the "Merger").

**ARTICLE III**

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

**ARTICLE IV**

Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the parties have set their hands this 22 day of August, 2003.

**864 E. 149 ST. REALTY CORP.**

By: *Gissenia Matos Rios*  
Gissenia Matos Rios  
President

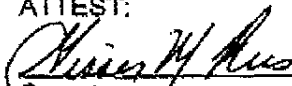
**GNR OF BREVARD, INC.**

By: *Gissenia Matos Rios*  
Gissenia Matos Rios  
President

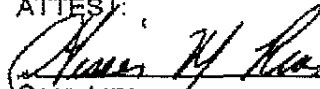
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ATTEST:

  
Secretary

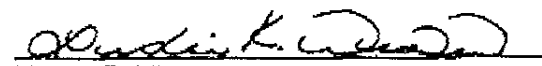
ATTEST:

  
SecretarySTATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 22 day of <sup>August</sup> February, 2002, by **GISSENIA MATOS RIOS**, President and Secretary of **864 E. 149 ST. REALTY CORP.**, a New York corporation, on behalf of the corporation. She is personally known to me or produced a *Florida Driver's License* as identification.

  
Notary Public  
State of FloridaSTATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 22 day of August, 2003, by **GISSENIA MATOS RIOS**, President and Secretary of **GNR OF BREVARD, INC.**, a Florida corporation, on behalf of the corporation. She is personally known to me or produced a *Florida Driver's License* as identification.

  
Notary Public  
State of Florida

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## EXHIBIT "A"

### PLAN OF MERGER

Merger between **GNR OF BREVARD, INC.**, a Florida corporation (the "Surviving Corporation") and **864 E. 149 ST. REALTY CORP.**, a New York corporation (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §807.1101 et seq. of the Florida Business Corporation Act (the "Act"), and Section 904 of the New York Business Corporation Law (the "Law").

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Date, every one (1) share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall be converted into and exchanged for one (1) share of the Surviving Corporation in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of the Surviving Corporation's stock.

3. **Satisfaction of Rights of the Disappearing Corporation Shareholders.** All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and exchanged pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

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4. **Fractional Shares.** Fractional shares of the Surviving Corporation's stock will not be issued. If the exchange ratio results in a partial share, such partial share shall be disregarded.

5. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested with the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act and §904 of the Law.

6. **Supplemental Action.** If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Corporation and the Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving

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Corporation to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing with the Department of State of Florida.

8. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by either one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such corporation, or may be amended or modified in whole or in part at any time by a vote of the shareholders of the Constituent Corporations prior to the Effective Date, or at any time thereafter as long as such change is in accordance with §607.1103 of the Act and §904 of the Law.

9. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 22 day of August, 2003.

864 E. 149 ST. REALTY CORP.

By: Gissenia Matos Rios

Gissenia Matos Rios  
President

GNR OF BREVARD, INC.

By: Gissenia Matos Rios

Gissenia Matos Rios  
President

ATTEST:

Gissenia Matos Rios  
Secretary

ATTEST:

Gissenia Matos Rios  
Secretary