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MERGER OR SHARE EXCHANGE

C.B. HOROWITZ PROPERTIES, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CHARLES B. HOROWITZ PROPERTIES, INC., a New York corporation, not
qualified in Florida

INTO

C.B. HOROWITZ PROPERTIES, INC., a Florida entity, P02000107585.

File date: December 10, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 9, 2002

C.B. HOROWITZ PROPERTIES, INC.
2383 PROSPERITY WAY CT.
PALM BCH GARDENS, FL 33410-2560

SUBJECT: C.B. HOROWITZ PROPERTIES, INC.
REF: P02000107585

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

IN PART FOURTH (B) OF THE PLAN AND AGREEMENT OF MERGER IT IS STATED THAT THE OFFICERS AND DIRECTORS OF CBHPI SHALL BECOME THE OFFICERS AND DIRECTORS OF THE SURVIVING CORPORATION. SINCE THIS IS THE CASE, AN EXHIBIT MUST BE ADDED LISTING THESE OFFICERS/DIRECTORS BY TITLES, NAMES AND ADDRESSES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Document Specialist

FAX Aud. #: H02000235095
Letter Number: 602A00065135

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated this 19th day of November, 2002, this "Agreement"), is made pursuant to Section 607.1105, et. seq. of the General Corporation Law of the State of Florida (the "FGCL"), between Charles B. Horowitz Properties, Inc., a New York corporation ("CBHPI"), and C.B. Horowitz Properties, Inc., a Florida corporation (the "Company").

First: The Plan and Agreement of Merger (the Plan") which effects the merger of CBHPI with and into the Company is set forth as Annex A hereto. Pursuant to the Plan, CBHPI shall be merged into the Company with the Company being the surviving corporation. The merger shall become effective on the date upon which the Plan is filed with the Secretary of State of Florida, and the Secretary of State of New York.

Second: The Plan was adopted and approved by the board of directors and the stockholders of each constituent corporation as of the 19th day of November, 2002.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by their respective officers as the respective act, deed and agreement of each of said corporations on this 19th day of November, 2002.

Charles B. Horowitz Properties, Inc.,
a New York corporation

By: Charles B. Horowitz
Name: Charles B. Horowitz
Title: President

C.B. Horowitz Properties, Inc.
a Florida Corporation

By: Charles B. Horowitz
Name: Charles B. Horowitz
Title: President

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ANNEX A**PLAN AND AGREEMENT OF MERGER**

AGREEMENT OF MERGER, dated this 19th day of November, 2002 (this "Agreement"), pursuant to Section 607.1101, et. seq. of the General Corporation Law of the State of Florida (the "FGCL") and sections 901 and 904a of the Business Corporation Law of New York (the "NYBCL"), between C.B. Horowitz Properties, Inc. a Florida corporation (the "Company"), and Charles B. Horowitz Properties, Inc. a New York corporation ("CBHPI").

WHEREAS, the constituent corporations desire to merge into a single corporation with C.B. Horowitz Properties, Inc., a Florida corporation, being the surviving corporation.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Company hereby merges into itself CBHPI and said CBHPI shall be and hereby is merged into the Company with the Company being the surviving corporation. The name of the surviving corporation shall remain "C.B. Horowitz Properties, Inc."

SECOND: The Articles of Incorporation of the Company, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of CBHPI which shall be outstanding on the effective date of this Agreement, and all rights in respect thereof shall, by reason of the merger and without any action by the holder thereof, be converted into and exchanged for one fully paid and non-assessable share of capital stock of the Company, which share(s) shall constitute the only outstanding share(s) of capital stock of the Company.

(b) Each share of capital stock or preferred stock of the Company that is owned by the Company, CBHPI or any of their respective Affiliates shall automatically be canceled and retired and shall cease to exist, and no cash or other consideration shall be delivered in exchange therefor.

(c) Each of the constituent corporations shall take all such lawful action as may be necessary or appropriate in order to effectuate the transactions contemplated by this Agreement. If, at any time after the effective date of this Agreement, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Company with full right, title and possession to all assets, property, rights, privileges, powers and franchises of any of the constituent corporations, the officers and directors of such corporation are fully authorized in the name of their corporation or otherwise to take, and shall take, all such lawful and necessary action.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the Company as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of CBHPI immediately prior to the effective date of this Agreement shall become, from and after the effective date of this

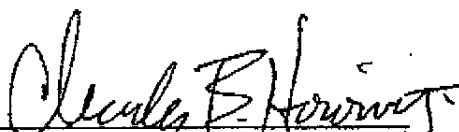
Agreement, the directors and officers of the Company, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be. (See exhibit A)

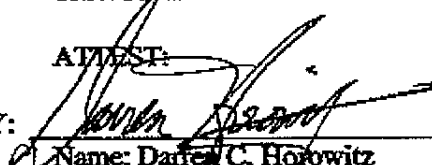
(c) This merger shall become effective upon filing this Agreement with the Secretary of State of Florida, and the Secretary of State of New York.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of CBHPI shall be transferred to, vested in and devolve upon the Company without further act or deed and all property, rights, and every other interest of the Company and CBHPI shall be as effectively the property of the Company as they were of the Company and CBHPI respectively. CBHPI hereby agrees from time to time, as and when requested by the Company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Company may deem necessary or desirable in order to vest in and confirm to the Company title to and possession of any property of CBHPI acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of CBHPI and the proper officers and directors of the Company are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

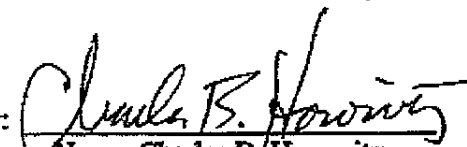
IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by their respective officers as the respective act, deed and agreement of each of said corporations on this 19th day of November, 2002.

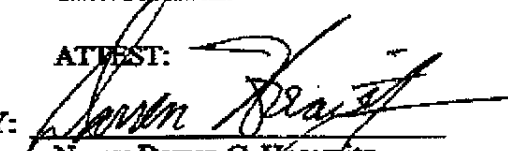
CHARLES B. HOROWITZ PROPERTIES, INC.

BY: 
Name: Charles B. Horowitz
Title: President

ATTEST:
BY: 
Name: Darren C. Horowitz
Title: Secretary

C.B. HOROWITZ PROPERTIES, INC.

By: 
Name: Charles B. Horowitz
Title: President

ATTEST:
BY: 
Name: Darren C. Horowitz
Title: Secretary

**OFFICERS AND DIRECTORS
OF
C.B. HOROWITZ PROPERTIES, INC.**

Charles B. Horowitz
2383 Prosperity Bay Court
Palm Beach Gardens, FL 33410-2560

President/ Director

Darren C. Horowitz
2383 Prosperity Bay Court
Palm Beach Gardens, FL 33410-2560

Secretary/ Treasurer/ Director

EXHIBIT A