

P04000037114

(Requestor's Name)

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☐ PICK-UP

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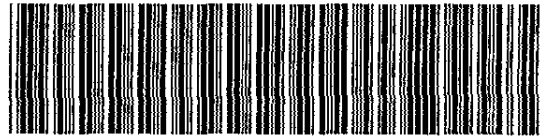
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE
2/29/04

RECEIVED
04 FEB 27 PM 2:40
DIVISION OF CORPORATION

3/4/04
meiser
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 456057 5014528

AUTHORIZATION :

COST LIMIT :

\$ 70.00

Patricia Pigato

ORDER DATE : February 23, 2004

ORDER TIME : 1:36 PM

ORDER NO. : 456057-020

CUSTOMER NO: 5014528

CUSTOMER: Eric B. Lesser, Esq
Krass, Snow & Schmutter, Pc
19th Floor
419 Park Avenue South
New York, NY 10016

ARTICLES OF MERGER

TGA, INC.

INTO

TGA OF PALM BEACH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 27, 2004

CSC
Attn: Kimberly Moret
Tallahassee, FL

SUBJECT: TGA OF PALM BEACH, INC.
Ref. Number: P04000037114

RESUBMIT
Please give original
submission date as file date.

We have received your document for TGA OF PALM BEACH, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

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

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 904A00013260

RECEIVED
04 MAR -3 AM 10:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
TGA, INC.
(a New York corporation)
and
TGA OF PALM BEACH, INC.
(a Florida corporation)

FILED

04 FEB 27 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

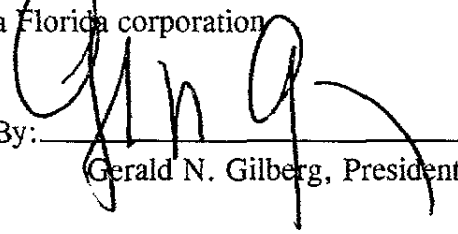
EFFECTIVE DATE
2/29/04

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic 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 TGA, INC., a New York business corporation ("TGA-NY") with and into TGA OF PALM BEACH, INC., a Florida business corporation ("TGA-FL").
2. The merger of TGA-NY with and into TGA-FL is permitted by the laws of the jurisdiction of organization of TGA-NY and is in compliance with said laws. The date of adoption of the Plan of Merger by the sole shareholder of TGA-NY was February 27, 2004.
3. The sole shareholder of TGA-FL entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on February 27, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 5:00 p.m. on February 29, 2004 .

Executed on February 27, 2004 .

TGA OF PALM BEACH, INC.
a Florida corporation

By: 
Gerald N. Gilberg, President

TGA, INC.
a New York corporation

By: 
Gerald N. Gilberg, President

PLAN OF MERGER adopted for TGA, INC., a business corporation organized under the laws of the State of New York, by resolution of its sole director on February 27th, 2004, and adopted for TGA OF PALM BEACH, INC., a business corporation organized under the laws of the State of Florida, by resolution of its sole director on February 27th, 2004. The names of the corporations planning to merge are TGA, INC., a business corporation organized under the laws of the State of New York ("TGA-NY"), and TGA OF PALM BEACH, INC., a business corporation organized under the laws of the State of Florida ("TGA-FL"). The name of the surviving corporation into which TGA-NY plans to merge is TGA OF PALM BEACH, INC.

1. TGA-NY and TGA-FL, 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, TGA-FL, 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 its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of TGA-NY, 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 number of outstanding shares of the non-surviving corporation is One Hundred (100) shares, all of which are of one class and are common shares.

5. The number of outstanding shares of the surviving corporation is One Hundred (100) shares, all of which are of one class and are common shares.

6. The Federal employment identification number of the terminating corporation will be the Federal employment identification number of the surviving corporation. Each issued share of the non-surviving corporation shall, upon the effective date of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.