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MERGER OR SHARE EXCHANGE

BOCA V.O. REALTY CORP.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Merger
CC
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Corporate Filing Menu

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleBarry Brothers Realty Corp.Richard W. Barry, PresidentBoca V.O. Realty Corp.Mitchell Barry, President

AGREEMENT AND PLAN OF MERGER
OF
BARRY BROTHERS REALTY CORP.
AND
BOCA V.O. REALTY CORP.

THIS AGREEMENT AND PLAN OF MERGER (the "*Agreement*"), entered into as of December 13, 2007, is by and between Barry Brothers Realty Corp., a corporation organized under the laws of the State of New York ("*Barry Brothers*"), and Boca V.O. Realty Corp., a corporation organized under the laws of the State of Florida ("*Boca V.O.*").

WHEREAS, the number of outstanding shares of Barry Brothers is 200 shares, all of which are of one class and are shares of common stock, and all of which are entitled to vote, and the Company will issue an additional 800 shares of Company common stock, provided that immediately prior to the Merger (as defined below) the authorized share capital of the Company will be increased to 1000 shares of Company common stock in connection with the Merger.

WHEREAS, the number of outstanding shares of Boca V.O. is 100 shares, all of which are of one class and are shares of common stock, and all of which are entitled to vote.

1. The Merger. Boca V.O. shall be merged with and into Barry Brothers (the "*Merger*"), whereupon the separate existence of Boca V.O. shall cease and Barry Brothers shall continue its existence under its present name pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York (the "*New York Act*"), and Section 607.1107 of the Florida Business Corporation Act, (the "*Florida Act*," and together with the New York Act, the "*Acts*").

2. Effective Time. Barry Brothers shall execute and file a certificate of merger with the New York State Department of State in accordance with the New York Act (the "*New York Merger Certificate*") and the Plan and articles of merger with the Florida Department of State in accordance with the Florida Act (the "*Florida Articles of Merger*") and the parties shall make all other filings or recordings required with respect to the Merger under the Acts. The Merger shall become effective at the time (the "*Effective Time*") of acceptance for filing (i) by the New York State Department of State of the New York Merger Certificate and (ii) by the Florida Department of State of the Florida Articles of Merger.

3. Exchange of Interests. At the Effective Time, each share of common stock of Boca V.O. shall be converted into one share of common stock of Barry Brothers and all of the shares of common stock of Boca V.O. outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be cancelled and retired and all rights with respect thereto shall cease to exist.

4. Officers. By virtue of the Merger and without any further action on the part of Boca V.O. or Barry Brothers, at the Effective Time, the officers of Barry Brothers and the officers of each of its divisions will be the officers of Barry Brothers and its divisions after the Effective Time and continue to hold their respective offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of Barry Brothers.

5. Counterparts. This Agreement may be executed in any number of counterparts and by the different parties on separate counterparts, and each such counterpart shall be deemed to be an original but all such counterparts shall together constitute one and the same Agreement.

6. Entire Agreement; No Third-Party Beneficiaries. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, between the parties with respect to the subject matter of this Agreement and is not intended to confer upon any person other than the parties hereto any rights or remedies.

7. Governing Law. **THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT GIVING EFFECT TO CONFLICTS OF LAWS PRINCIPLES THEREOF.**

[Signature page follows.]

IN WITNESS WHEREOF, each of the parties has executed this Agreement, or has caused this Agreement to be executed on its behalf by a representative duly authorized, all as of the day and year first above written.

BARRY BROTHERS REALTY CORP.,
a New York corporation

By: 

Name: Richard W. Barry
Title: President & Treasurer

BOCA V.O. REALTY CORP.,
a Florida corporation

By: 

Name: Mitchell Barry
Title: President