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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GREENFAM VENTURES, INC.

Certificate of Status	0
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Page Count	05
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TALLAHASSEE, FLORIDA

CERTIFICATE AND PLAN OF MERGER

This Certificate and Plan of Merger made and entered into this 1st day of March, 2005 by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations":

71 8th AVE. REALTY CO., INC. (sometimes referred to as the "Merged Corporation"); and
GREENFAM VENTURES, INC. (sometimes referred to as the "Surviving Corporation").

BACKGROUND

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on February 1, 2005, and having an authorized voting capital stock of 1,000 shares of common stock having a par value of \$1.00 per share, of which one-hundred (100) shares are issued and outstanding.

B. The Merged Corporation is a corporation organized and existing under the laws of the State of New York, having its Articles of Incorporation filed and effective on May 27, 1977 and having an authorized capital stock of 200 shares of common stock having no par value of which One Hundred (100) shares are issued and outstanding.

C. The Board of Directors of each of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger. The Shareholders of each of the Constituent Corporations have unanimously approved the Merger.

NOW, THEREFORE, in consideration of the promises and the mutual covenants, agreements, provisions, and grants herein contained, the President and Secretary of the Constituent Corporations in accordance with the provisions of the Florida General Corporations Act and the New York Business Corporation Law, hereby execute This Certificate and Plan of Merger for the purposes of complying with said Act.

1. This Merger shall become effective on the filing of this Certificate and Plan of Merger with the State of Florida and the State of New York.

2. The names of the corporations that are parties to the Merger are as follows:

- a) GREENFAM VENTURES, INC., and
- b) 71 8th AVE. REALTY CO., INC.

3. The Surviving Corporation shall be GREENFAM VENTURES, INC.

4. The undersigned hereby certify that this Plan was unanimously adopted in resolutions of the Board of Directors of the Constituent Corporations on the 1st day of March, 2005, and was unanimously approved by the shareholders of all the issued and outstanding shares of the Constituent Corporations on the same date. With respect to each of the Constituent Corporations, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was sufficient for approval by each voting group.

5. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that all shares of the Merged Corporation shall be canceled and each share of the shares of the Surviving Corporation shall remain issued and outstanding.

6. The By-Laws of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the By-Laws of the Surviving Corporation until the same are altered, amended, or repealed.

7. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

8. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. The Merged Corporation has complied with the applicable provisions of the laws of the State of New York in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by unanimous approval of all shareholders. The shareholders of the Constituent Corporations dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares or such similar rights granted to them under New York law.

10. On the effective date of the Merger, as provided by the laws of the States of Florida and New York, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of the Merged Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

11. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted

as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

12. The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amendable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving consolidated corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o CT Corporation System, 111 Eighth Avenue, New York, N.Y. 10011. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

13. The Surviving Corporation agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of the shareholders to receive payment for their shares.

14. The Merged Corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the Merged Corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger will be filed by the Merged Corporation. The said report, if estimated, is subject to amendment. The Surviving Corporation hereby agrees that it will within 30 days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

IN WITNESS WHEREOF, this Certificate and Plan of Merger have been executed and acknowledged by the President and Secretary of the Constituent Corporations.

71 8th AVE. REALTY CO., INC.

By: Constance Greenberg
CONSTANCE GREENBERG, President

By: Stewart Greenberg
STEWART GREENBERG, Secretary

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GREENFAM VENTURES, INC.

By:


CONSTANCE GREENBERG, President

By:


STEWART GREENBERG, Secretary