

P05000019844

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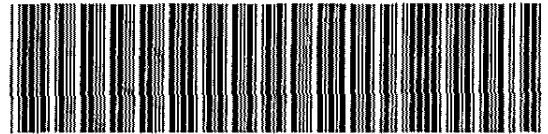
(Business Entity Name)

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05 MAR 24 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 MAR 24 PM 12:46
TALLAHASSEE, FLORIDA

*02250,00524,00672

AR
3/25/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 276147 83487A

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 78.75

ORDER DATE : March 24, 2005

ORDER TIME : 11:35 AM

ORDER NO. : 276147-005

CUSTOMER NO: 83487A

CUSTOMER: Nelson C. Keshen, Esq
Nelson C. Keshen, P.a.
Suite 1511
9130 South Dadeland Boulevard
Miami, FL 33156

ARTICLES OF MERGER

TRAYSCOT REAL ESTATE
ENTERPRISES

INTO

TRAYSCOT REAL ESTATE
ENTERPRISES OF FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 24, 2005

CSC
Atten: Heather Chapman
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT
Please give original
submission 12:00 as file date.

SUBJECT: TRAYSCOT REAL ESTATE ENTERPRISES OF FLORIDA, INC.
Ref. Number: P05000019844

We have received your document for TRAYSCOT REAL ESTATE ENTERPRISES OF FLORIDA, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The new name will need to have a corporate suffix. Please see #4 on the first page.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 605A00020341

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05 MAR 25 AM 10:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

TRAYSCOT REAL ESTATE ENTERPRISES OF FLORIDA, INC, a Florida corporation, ("TRAYSCOT FLORIDA@) and TRAYSCOT REAL ESTATE ENTERPRISES, a California corporation, ("TRAYSCOT CALIFORNIA@) which corporations together are referred to as the Constituent Corporations" hereby cause these Articles of Merger to be filed.

RECITALS

A. TRAYSCOT FLORIDA, is a Florida corporation and TRAYSCOT CALIFORNIA is a California corporation.

B. The respective Boards of Directors of each of the Corporations and the shareholders of each of the Corporations have unanimously approved the Plan of Merger.

ARTICLE ONE

PLAN OF MERGER

1. The Merger

At the effective time of the merger, the separate existence of TRAYSCOT CALIFORNIA shall cease and TRAYSCOT CALIFORNIA shall be merged into TRAYSCOT FLORIDA which shall continue its existence and be the corporation surviving the merger (the "Surviving Corporation"). Consummation of this Agreement shall be effected by the filing thereof with the Secretary of State of Florida. The effective date of this merger shall be March 26, 2005.

2. Governing Laws

The laws that are to govern the Surviving Corporation are the laws of the State of Florida.

3. Articles of Incorporation and Bylaws

The Articles of Incorporation of TRAYSCOT FLORIDA at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until changed as provided by law.

The Bylaws of TRAYSCOT FLORIDA at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until altered or amended.

4. Name of the Surviving Corporation

The name of the Surviving Corporation shall be TRAYSCOT REAL ESTATE ENTERPRISES OF FLORIDA, INC.

5. Directors and Officers

The Directors and Officers of TRAYSCOT FLORIDA at the effective time of the merger shall become and continue to be the directors and officers of the Surviving Corporation until their successors are chosen and assume office.

6. Annual Meeting of Stockholders

The first annual meeting of stockholders of the Surviving Corporation after the effective time of the merger shall be the next annual meeting provided by the Bylaws of the Surviving Corporation.

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05 MAR 24 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. Terms of Conversion of Shares and Cancellation of TRAYSCOT CALIFORNIA Shares

Each share of TRAYSCOT CALIFORNIA common stock issued and outstanding on the effective date of the merger shall represent one share of the common stock of TRAYSCOT FLORIDA. The shares of TRAYSCOT CALIFORNIA shall be delivered to TRAYSCOT FLORIDA and new stock certificates will be issued to the shareholders of TRAYSCOT CALIFORNIA and the old certificates shall be cancelled.

8. Rights and Liabilities of the Constituent Corporations

At the effective time of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers, and franchises both of a public and private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all rights, privileges, powers, and franchises of each of the Constituent Corporations and all property, real personal, and mixed, and all debts and obligations due to either of said Constituent Corporations on whatever account and for whatever reason shall be belong to and vest in the Surviving Corporation; and all property, rights, privileges, powers, franchises, and interests shall be thereafter effectually the property of the Surviving Corporation as they were of the individual Constituent Corporation to which they formerly belong, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason the merger; provided, however, that all enforceable rights of creditors and all enforceable liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all enforceable debts, liabilities and duties of said Constituent Corporations respectively shall thenceforth attach to the Surviving Corporations, and may be enforced against it to the same extent as if said debts, liabilities, and duties has been incurred or contracted by the Surviving Corporation.

9. Service of Process

The Surviving Corporation agrees that it may be served with process in the State of Florida for enforcement of any obligations of TRAYSCOT CALIFORNIA. The Resident Agent of TRAYSCOT FLORIDA at the effective time of the merger shall be the resident agent of the Surviving Corporation until a successor is appointed and accepts to serve.

10. Signatures

These Articles shall be signed by the president of each of the Constituent Corporations.

11. Further Assurances

Each Constituent Corporation agrees that from time to time, as when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporation may deem necessary or desirable, in order to more fully to vest in and confirm to the Surviving Corporation title to and possession of all of its property, rights, privileges, powers, and franchises and otherwise to carry out the interest and purposes of this Agreement.

ARTICLE TWO

SHAREHOLDER APPROVAL

All of the shareholders of each of the Constituent Corporations have approved the merger.

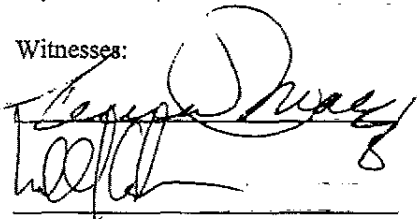
ARTICLE THREE

BOARD OF DIRECTORS' APPROVAL


On March 18, 2005 the respective Boards of Directors of each of the Constituent Corporations agreed to the merger of TRAYSCOT CALIFORNIA into TRAYSCOT FLORIDA in accordance with the applicable laws of their respective states of incorporation

IN WITNESS WHEREOF, each of the Constituent Corporations has executed these Articles of Merger this 18th day of March, 2005.

Witnesses:



TRAYSCOT REAL ESTATE ENTERPRISES OF
FLORIDA, INC.

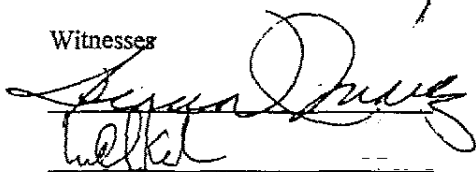
By: 
MICHAEL D. SIEGEL, President

(Corporate Seal)


ATTEST:


HELENE D. SIEGEL, Secretary

Witnesses



TRAYSCOT REAL ESTATE ENTERPRISES

By: 
MICHAEL D. SIEGEL, President

(Corporate Seal)

ATTEST:


HELENE D. SIEGEL, Secretary


STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MICHAEL D. SIEGEL, as President of TRAYSCOT REAL ESTATE ENTERPRISES OF FLORIDA, INC a Florida corporation, and as President of TRAYSCOT REAL ESTATE ENTERPRISES, a California corporation, who acknowledged that he executed the above and foregoing Agreement for and on behalf of each of said Corporations after having been duly authorized to do so. He ☒ is personally known to me, or ☐ who produced his Florida driver's license as identification

WITNESS my hand and official seal in the County and State aforesaid this 18th day of March, 2005.


NOTARY PUBLIC STATE OF FLORIDA