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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

\*00789, 00524, 00672

2/22/05

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 07/28/2005

REF. #: 000687.40707

CORP. NAME: HAMPTON REALTY MANAGEMENT, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 513582 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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|--|---|---|
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| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 28, 2005

CorpDirect Agents, Inc.  
515 East Park Avenue  
Tallahassee, FL 32301

SUBJECT: HAMPTON REALTY MANAGEMENT, INC.  
Ref. Number: P05000046943

We have received your document for HAMPTON REALTY MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida corporation will need to file a revocation of dissolution in order to merge with the New York corporation.

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

Annette Ramsey  
Document Specialist

Letter Number: 705A00049110

RECEIVED  
05 JUL 29 AM 11:03  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**HAMPTON REALTY MANAGEMENT INC.**  
(a New York corporation)  
**INTO**  
**HAMPTON REALTY MANAGEMENT, INC.**  
(a Florida corporation)

FILED  
05 JUL 28 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under Sections 607.1105 and 607.1107 of the  
Florida Business Corporation Act

The undersigned Marcel T. Damiecki, being the President of each of HAMPTON REALTY MANAGEMENT INC., a New York corporation and HAMPTON REALTY MANAGEMENT, INC., a Florida corporation, does hereby certify:

1. HAMPTON REALTY MANAGEMENT INC., a New York corporation ("HAMPTON-NY") and HAMPTON REALTY MANAGEMENT, INC., a Florida corporation ("SURVIVING CORPORATION") agree that HAMPTON-NY shall be merged with and into the SURVIVING CORPORATION pursuant to the Plan of Merger set forth in Exhibit "A" attached hereto and made a part hereof.

2. The effective date of the merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

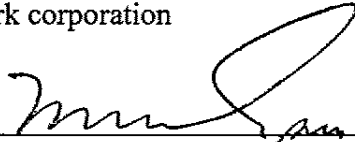
3. The Plan of Merger between HAMPTON-NY and the SURVIVING CORPORATION, attached hereto as Exhibit "A", was adopted by all of the shareholders and all of the members of the Board of Directors of HAMPTON-NY on July 25, 2005, and adopted by

all of the members of the Board of Directors of the SURVIVING CORPORATION on July 25, 2005. There are no outstanding shares issued by the SURVIVING CORPORATION.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger and affirmed the statements made herein as of this 25th day of July, 2005.

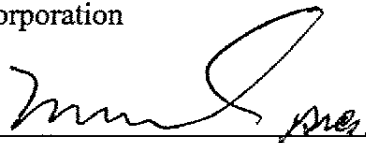
**HAMPTON REALTY MANAGEMENT INC.,**  
a New York corporation

By:

  
\_\_\_\_\_  
Marcel T. Damiecki, President

**HAMPTON REALTY MANAGEMENT, INC.,**  
a Florida corporation

By:

  
\_\_\_\_\_  
Marcel T. Damiecki, President

**EXHIBIT A**

**Plan of Merger**

**PLAN OF MERGER**  
**between**  
**HAMPTON REALTY MANAGEMENT INC.,**  
a New York corporation  
**and**  
**HAMPTON REALTY MANAGEMENT, INC.,**  
a Florida corporation

1. In accordance with the provisions of this Plan of Merger and the provisions of Sections 902 and 907 of the New York Business Corporation Law and Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, at the Effective Date (as defined below), HAMPTON REALTY MANAGEMENT INC., a New York corporation shall be merged with and into HAMPTON REALTY MANAGEMENT, INC., a Florida corporation (the "Merger"), the separate and corporate existence of HAMPTON REALTY MANAGEMENT INC. ("Hampton-NY") shall cease, and HAMPTON REALTY MANAGEMENT, INC., (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. The parties to this Plan of Merger are hereinafter collectively referred to as the "Constituent Corporations."

2. The Merger shall become effective as of the date the Articles of Merger are accepted for filing by the Florida Department of State (the "Effective Date").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of the Constituent Corporations of every description. The rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by either of the Constituent Corporations shall vest in the Surviving Corporation without reversion or impairment.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Corporation or Hampton-NY, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving

Corporation, or to otherwise carry out the provisions of this Plan of Merger.

6. Except as set forth below, the Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall continue without change and shall be the Articles of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date until further amended.

7. Upon the Effective Date, in accordance with Section 607.1002 of the Florida Business Corporation Act, the Articles of Incorporation of the Surviving Corporation shall be hereby amended to change the par value of the Surviving Corporation's shares to \$0.01 per share.

8. From and after the Effective Date, each of the members of the Board of Directors and each of the officers of the Surviving Corporation shall continue in office in the same capacity until their successors are elected and qualified or until their earlier death, resignation or removal.

9. Upon the Effective Date, by virtue of the Merger and by action of the parties:

a. each share of Hampton-NY's common stock shall be converted into one share of the Surviving Corporation's common stock; and

b. each issued and outstanding common share of the Surviving Corporation shall remain issued and outstanding.

10. To the extent not expressly stated in this Plan of Merger, upon the Effective Date, all of the provisions of Sections 902 and 907 of the New York Business Corporation Law and Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, describing the effect of a merger, shall be applicable.

11. Upon the execution of this Plan of Merger, Hampton-NY and the Surviving Corporation shall cause appropriate officers to execute Articles of Merger in such form as is required by applicable law and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State.

12. The merger is intended to qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.