

Division of Corporations

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P05000089632

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Account Name : STEVEN CARLYLE CRONIG & ASSOCIATES, P.A.  
Account Number : I19980000095  
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EFFECTIVE DATE

1-1-06

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

M.A.M.C. INCORPORATED

Certificate of Status	0
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Friday, December 30, 2005

**ARTICLES OF MERGER  
OF MORTGAGE ASSET MANAGEMENT CORP.  
AND  
OF M.A.M.C. INCORPORATED**

**EFFECTIVE DATE**1-1-06

**THE UNDERSIGNED** hereby makes, subscribes, acknowledges and files these Articles of Merger in accordance with Florida Statutes §607.1109.

**FIRST:** The name, street address of principal office, jurisdiction of formation and entity type of each merging entity IS as follows:

**NAMES AND STREET ADDRESSES OF ENTITIES WHICH ARE PARTIES TO THIS MERGER**

1. **MORTGAGE ASSET MANAGEMENT CORP.**  
501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133  
  
Jurisdiction of Formation: Florida  
Entity Type: Corporation for Profit  
Florida Document/Registration Number: P03000104839  
FEI Number: 562406858
2. **M.A.M.C. INCORPORATED**  
501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133  
  
Jurisdiction of Formation: Florida  
Entity Type: Corporation for Profit  
Florida Document/Registration Number: P05000089632  
FEI Number: 20-3042072

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TALLAHASSEE, FLORIDA

This instrument prepared by:  
Steven C. Cronig, Esquire  
Florida Bar No. 307068  
Baker Cronig Gassenheimer LLP.  
307 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133  
Telephone (305) 444-6300

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**SECOND:** The name, street address of principal office, jurisdiction of formation and entity type of the surviving entity is as follows:

**NAME AND STREET ADDRESS**

M.A.M.C. INCORPORATED

501 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133

Jurisdiction of Formation:

Florida

Entity Type:

Corporation for Profit

Florida Document/Registration Number:

P05000089632

FEI Number:


**20-3042072**

**THIRD:** The attached Plan of Merger meets the requirements of Florida Statutes §607.1108 and was approved by the sole shareholder of both corporations.

**FOURTH:** The merger is permitted under the laws of the State of Florida and is not prohibited by the by-laws or shareholders' agreement of either party to the merger.

**FIFTH:** The merger shall be effective as of January 1, 2006 at 12:01 a.m. /.

**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of Florida.

**SEVENTH:****Signatures for Each Party****Typed or Printed Name****NAME OF ENTITY**Mortgage Asset  
Management Corp.

Dana J. Berman, President

(Corporate Seal)

M.A.M.C. Incorporated



Dana J. Berman, President

(Corporate Seal)

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**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with is being submitted in accordance with Florida Statutes §607.1107.

**FIRST:** The name and jurisdiction of formation of each merging party are as follows:

**NAMES****JURISDICTION**

- |    |                                 |         |
|----|---------------------------------|---------|
| 1. | Mortgage Asset Management Corp. | Florida |
| 2. | M.A.M.C. Incorporated           | Florida |

**SECOND:** The name and jurisdiction of formation of the surviving party is as follows:

**NAME****JURISDICTION**

M.A.M.C. Incorporated	Florida
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**THIRD:** The terms and conditions of the merger are as follows:

Mortgage Asset Management Corp. shall be merged into M.A.M.C. Incorporated, effective as of January 1, 2006 at 12:01 a.m. All assets of Mortgage Asset Management Corp. shall become assets of M.A.M.C. Incorporated. All obligations of Mortgage Asset Management Corp. shall become obligations of M.A.M.C. Incorporated. M.A.M.C. Incorporated shall be the surviving corporation and shall utilize the federal tax identification number of M.A.M.C. Incorporated.

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in party, into cash or other property are as follows:

The sole shareholder of Mortgage Asset Management Corp. shall surrender his shares of Mortgage Asset Management Corp. in exchange for an equivalent number of shares of M.A.M.C. Incorporated. There shall be no cost paid in connection with this exchange.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in party, into cash or other property are as follows:

There are no such outstanding rights extant to either corporation.

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**FIFTH:** The officers of the surviving corporation shall be as follows:**OFFICER****ADDRESS**

Dana J. Berman, President

501 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133Mitchell Morgan, Senior Vice  
President and Chief Financial  
Officer501 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133**SIXTH:** The sole director of the surviving corporation shall be as follows:**DIRECTOR****ADDRESS**

Dana J. Berman, President

501 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133**SEVENTH:** The registered agent for service of process upon the surviving corporation shall be as follows:Steven C. Cronig, Esquire  
Baker Cronig Gassenheimer LLP.  
307 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133

THE FOREGOING Plan of Merger was adopted and approved by the sole shareholder, director and officer of Mortgage Asset Management Corp. and by the sole shareholder, director and officer of M.A.M.C. Incorporated on the 30th day of December 2005 at Coconut Grove, Florida.

Mortgage Asset Management Corp.  
a Florida corporationBy:   
Dana J. Berman, President

(Corporate Seal)

M.A.M.C. Incorporated  
a Florida corporationBy:   
Dana J. Berman, President

(Corporate Seal)

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File #10037: Friday, December 30, 2005  
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Plan of Merger, Page 2

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BAKER CRONIG GASSENHEIMER LLP., ATTORNEYS AT LAW  
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