

POS000166102

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(City/State/Zip/Phone #)

☐ PICK-UP

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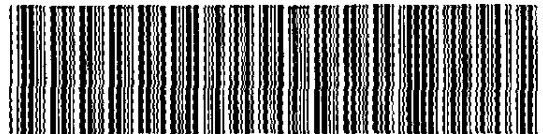
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/18/06--01011--001 **70.00

EFFECTIVE DATE

1-31-06

FILED
06 JAN 18 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WARD ASSET MANAGEMENT, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Erik R. Lieberman
(Contact Person)

Kanetsky, Moore & DeBoer, P.A.
(Firm/Company)

PO Box 1767
(Address)

Venice, FL 34284
(City/State and Zip Code)

For further information concerning this matter, please call:

Erik R. Lieberman At (941) 486-3104
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WARD ASSET MANAGEMENT, INC.	Florida	P05000166102

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WARD ASSET MANAGEMENT CORP.	New York	

Third: The Plan of Merger is attached.

EFFECTIVE DATE
1-31-06

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR January/ 31 / 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 6 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 6 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)


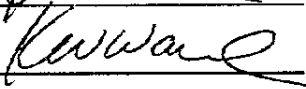
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

WARD ASSET MANAGEMENT, INC.

Kevin W. Ward, President

WARD ASSET MANAGEMENT CORP.

Kevin W. Ward, President

PLAN OF MERGER

Plan of Merger dated January 6, 2006 between WARD ASSET MANAGEMENT, INC., a Florida corporation referred to as the surviving corporation, and WARD ASSET MANAGEMENT CORP., a New York corporation referred to as the absorbed corporation.

STIPULATIONS

A. Surviving corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1435 East Venice Avenue, Suite 226, Venice, FL 34292.

B. Surviving corporation has a capitalization of Five Hundred (500) \$1.00 par value common stock of which 100 shares are issued and outstanding.

C. Absorbed corporation is a corporation organized and existing under the laws of the State of New York with its principal office at 24 West 57th St, New York, New York, 10019-3918.

D. Absorbed corporation has a capitalization of One Hundred (100) \$1.00 par value common stock.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that WARD ASSET MANAGEMENT CORP. be merged into WARD ASSET MANAGEMENT, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. Absorbed corporation shall merge with and into surviving corporation which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 par value common stock of absorbed corporation issued and outstanding on the effective date of the merger shall be converted into \$1.00 par value common stock of surviving corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Three-A. *Retirement of Organization Stock.* Forthwith on the effective date of the merger, each of the 100 shares of the \$1.00 par value common stock of the surviving corporation presently issued and outstanding shall be retired, and no shares of the surviving corporation shall be issued in respect thereof.

Section Four. *Changes in Articles of Incorporation.* The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. *Changes in Bylaws.* The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. *Directors and Officers.* The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. *Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effective date of the

merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares and take all action necessary or appropriate under the laws of the State of Florida and the State of New York to consummate this merger.

Section Eight. *Approval by Shareholders.* This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of New York at meetings to be held on or before January 6, 2006 or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. *Effective Date of Merger.* The effective date of this merger shall be January 31, 2006.

Section Ten. *Abandonment of Merger.* This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

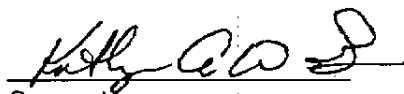
(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before January 6, 2006; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the under the laws of the State of New York.

Section Eleven. *Execution of Agreement.* This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

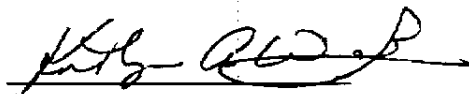
Attest:


Secretary

WARD ASSET MANAGEMENT, INC.

By: 
Its President

Attest:


Secretary

WARD ASSET MANAGEMENT CORP.

By: 
Its President