

P070000016231

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Certified Copies

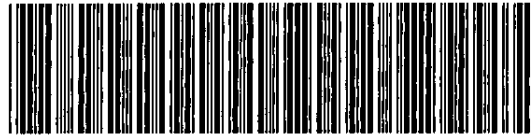


Certificates of Status



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FILED
2007 APR -6 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHRISTINE M. MORENO, ATTORNEY, PA
4450 SE Federal Highway, Stuart, FL 34997
Telephone: 772-288-1020; Facsimile: 772-288-3578

April 2, 2007

Attn: Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger & Request for Certified Copies

Dear Sir or Madam:

Thank you for your telephone assistance today concerning the above referenced matter. Enclosed please find the following:

1. Attorney's Check No. 1419 for \$87.50 for filing, certified copies & status;
2. Filing Package for Merger consisting of:
 - A. Cover Letter w/ request for Certificate of Status (\$8.75)
 - B. Articles of Merger with Plan of Merger & Amendment to Articles
(J.T. Boyd Enterprises, Inc., a NJ corp. \$35)
(Commerce Properties, Inc., a FL corp. \$35)
3. Copy of Merger Package for Certification (\$8.75 included)
4. Return Self Addressed Envelope

Please contact me should you require anything further to complete the Merger of J.T. Boyd Enterprises, Inc., a NJ corp., into Commerce Properties, Inc., a FL corp. The Florida corporation, Commerce Properties, Inc. will be the succeeding and surviving entity.

Sincerely,



Christine M. Moreno

Enclosures: As Itemized Above

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: COMMERCE PROPERTIES, INC., a Florida corporation
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

CHRISTINE M. MORENO, ESQUIRE

(Contact Person)

CHRISTINE M. MORENO, ATTORNEY, PA

(Firm/Company)

4450 SE Federal Highway

(Address)

STUART, FLORIDA 34997

(City/State and Zip Code)

For further information concerning this matter, please call:

CHRISTINE M. MORENO, ESQUIRE

(Name of Contact Person)

At (772) 288-1020

(Area Code & Daytime Telephone Number)

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

☒ Certificate of Status \$8.75

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)
COMMERCE PROPERTIES, INC.	FLORIDA	P07000016231

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
J.T. BOYD ENTERPRISES, INC.	NEW JERSEY	
COMMERCE PROPERTIES, INC.	FLORIDA	P07000016231

Third: The Plan of Merger is attached.

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

OR / / (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 02/05/2007

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 02/09/2007

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)

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 2007 APR -6 AM 10:46
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

JOHN T. BOYD SOLE OFFICER,
DIRECTOR AND
SHAREHOLDER

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
COMMERCE PROPERTIES, INC., A Florida Corporation ("s" election)	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
J.T. BOYD ENTERPRISES, INC., A New Jersey Corporation ("s" election)	NEW JERSEY

COMMERCE PROPERTIES, INC., A Florida Corporation ("s" election)	FLORIDA
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Third: The terms and conditions of the merger are as follows:

Same Officers, Directors and Shareholders. All Assets, Liabilities & Equities of J.T. Boyd Enterprises, Inc., will be transferred and assumed by the surviving Florida corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Stock Certificates from J.T. Boyd Enterprises, Inc., a NJ corp., will be deemed cancelled & surrendered to Commerce Properties, Inc., a FL corp., in exchange for the stock (*Attach additional sheets if necessary*) of Commerce Properties, Inc., a FL corp. No Cash or other property will be exchanged for stock. All assets once owned by J.T. Boyd Enterprises, Inc., a NJ corp., are deemed owned by Commerce Properties, Inc., and any obligations of merged companies are now deemed obligations of the surviving corporation, Commerce Properties, Inc., a Florida corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

SEE ATTACHED

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AMENDMENT TO ARTICLES OF INCORPORATION
COMMERCE PROPERTIES, INC., a Florida corporation

The Articles of Incorporation of Commerce Properties, Inc., a Florida corporation, are amended pursuant to the Plan of Merger filed simultaneously herewith with the Florida Secretary of State, as follows:

Article VIII is amended by adding the following language:

Article VIII

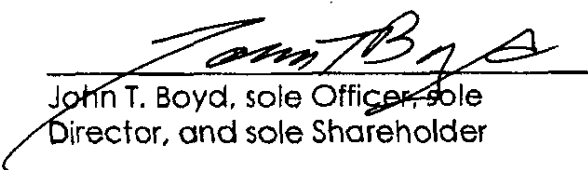
The effective date for this corporation, Commerce Properties, Inc., a Florida corporation ("Successor Entity"), shall be: February 5, 2007. This corporation is the successor entity by merger of J. T. Boyd Enterprises, Inc., a New Jersey corporation, incorporated under the laws of the State of New Jersey ("Merged Entity") on August 5, 1968. All assets are deemed transferred to this corporation by merger, and all encumbrances are deemed assumed by this successor corporation by merger. All shareholders and officers of the Merged Entity shall remain the shareholders and officers of this successor entity, with the same benefits and obligations as existed under the Merged Entity.

All other provisions of the Articles of Incorporation, shall remain the same unless modified herein above.

Dated: February 5, 2007

[Corporate Seal]




John T. Boyd, sole Officer, sole
Director, and sole Shareholder