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DIVISION OF CORPORATIONS
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EFFECTIVE DATE
12-31-14

CL
12-24-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 953 Realty Corp.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Christophe L. DiFalco
Contact Person

DiFalco & Fernandez, LLLP
Firm/Company

777 Brickell Ave., Suite 630
Address

Miami, FL 33131
City/State and Zip Code

cld@difalcofernandez.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kimberly Marenco At (305) 569-9800
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)

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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)
953 Realty Corp.	Florida	P14000079806

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
953 Realty Corp.	New York	130513000218
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

EFFECTIVE DATE
12-31-14

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 12 / 31 / 2014 (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 October 20, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on October 20, 2014 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 October 20, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on October 20, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Plan of Merger

WHEREAS, all of the shareholders of 953 Realty Corp., a New York corporation would like to merge and exchange on a share for share basis each of their shares, the classes of which are set forth below, in 953 Realty Corp, a New York corporation with exactly the same share number, value and classification of shares for those in 953 Realty Corp., a Florida corporation.

NOW, THEREFORE, the undersigned agree to the following Plan of Merger:

FIRST:

- (a) The name of the merging corporation is as follows: 953 Realty Corp. (a New York corporation).
- (b) The name of the surviving corporation is 953 Realty Corp., a Florida corporation

SECOND: As to 953 Realty Corp., a New York corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Designation and number of shares in each class or series outstanding

953 Realty Corp., (NY)

Class A shares, voting stock, no par value per share	4
Class B shares, non-voting stock, no par value	1996

953 Realty Corp., (FL)

Class A shares, voting stock, no par value per share	4
Class B shares, non-voting stock, no par value	1996

Class or series of shares entitled to vote

953 Realty Corp., (NY)

Class A shares, voting stock, no par value per share	4
--	---

953 Realty Corp., (FL)

Class A shares, voting stock, no par value per share	4
--	---

THIRD: The merger was adopted by the corporations in the following manner:

(a) As to 953 Realty Corp. (NY) by the written consent of the shareholders given in accordance with Section 615 of the New York Business Corporation Law. There are no dissenting shareholders.

(b) As to 953 Realty Corp. (FL) by the written consent of the shareholders given in accordance with Section 607.11005 of the Florida Business Corporation Act. There are no dissenting shareholders.

FOURTH: The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith. Each constituent foreign corporation has complied as follows:

953 Realty Corp. (NY) has complied with the applicable provisions of the laws of State of New York under which it is incorporated, and this merger is permitted by such laws.

FIFTH: The date when the certificate of incorporation of 953 Realty Corp., a corporation of the State of New York was filed by the Department of State on the 2nd day of September, 1960.

SIXTH: The surviving corporation is 953 Realty Corp. a corporation of the State of Florida, incorporated on the 26th day of September, 2014.

SEVENTH: 953 Realty Corp. (NY) hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by has been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger has been filed by such corporation. The said report, if estimated, is subject to amendment.

EIGHTH: The terms and conditions of the merger are as follows:

(a) 953 Realty Corp., a New York corporation shall exchange on a share for share basis each of their shares, the classes of which are set forth herein, in 953 Realty Corp, a New York corporation with exactly the same share number, value and classification of shares for those in 953 Realty Corp., a Florida corporation;

(b) No cash or other consideration shall be paid or delivered for the shares of 953 Realty Corp., a New York corporation

The foregoing Plan of Merger shall be deemed effective on the filing of the last Secretary of State approving the merger.

NINETH: There are no changes to 953 Realty Corp., a Florida corporation's certificate of incorporation.

The foregoing Plan of Merger was duly adopted by the board of directors of each corporation on the dates set forth below:

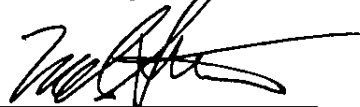
NAME OF CORPORATION	DATE OF ADOPTION
953 Realty Corp., a New York corporation	October 20, 2014
953 Realty Corp., a Florida corporation	October 20, 2014

The foregoing Plan of Merger was duly adopted by each of the respective corporation's shareholders by unanimous written consent on the dates set forth below:


NAME OF CORPORATION	DATE OF ADOPTION
953 Realty Corp., a New York corporation	October 20, 2014
953 Realty Corp., a Florida corporation	October 20, 2014

The merger shall be effective on the 31st of December, 2014.

953 Realty Corp.,
a New York corporation

By: 
Melvin Stier, President

953 Realty Corp.,
a Florida corporation

By: 
Melvin Stier, President

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